

Law Office

GARGANO & MARCHEWKA, L.L.P.

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2002 OCT 14 AM 9:56

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Anthony J. Gargano, PA

Please reply to:
239-337-2280 ext. 3
FAX 239-337-7705
AJGLAW@aol.com

October 8, 2002

Florida Department of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

400008352034--2
-10/14/02--01017--002
***125.00 ***125.00

RE: Articles of Organization for Superior Packaging, Inc.

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Organization of Superior Packaging, Inc. I have also enclosed a check made payable to the Secretary of State in the amount of \$125.00 in payment of your required filing fee.

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.

AJG-rds

Anthony J. Gargano

AJG:rds
enclosures
cc: client

J. BRYAN OCT 15 2002

ARTICLES OF ORGANIZATION
OF
SUPERIOR PACKAGING, LLC

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TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act (Florida Statutes, Chapter 608).

Article 1. Name

The name of this limited liability company is SUPERIOR PACKAGING, LLC (the "Company").

Article 2. Duration

The Company shall exist perpetually from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

Article 3. Address

The Company's mailing address and the street address of the Company's principal office is 4151 Gulf Shore Blvd. North, #1403, Naples, FL 34103.

Article 4. Registered Agent and Office

The name of the Company's initial registered agent is Karen D. Dye. The street address of the Company is 4151 Gulf Shore Blvd. North, #1403, Naples, FL 34103 and the address of the initial registered agent is 4151 Gulf Shore Blvd. North, #1403, Naples, FL 34103.

Article 5. Additional Members

Additional members may be admitted to the Company, but only if all of the current members agree to the admission of the additional member and to the terms of the additional member's admission.

Article 6. Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member of a membership in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

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Article 7. Management of the Company

The Company shall be managed by one manager and is therefore a manager-managed company. The management of the Company is reserved to Karen D. Dye, its managing member.

Article 8. Regulations

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9. Date of Existence of the Company

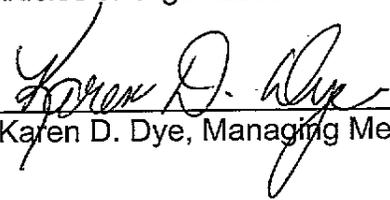
The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

Article 10. Indemnification

The Company shall indemnify each member, the managing member, and the registered agent including former members, managing members, and registered agents to the full extent permitted by law.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

The undersigned executed these Articles of Organization effective as of the 4th day of October, 2002.

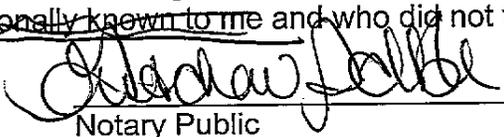


Karen D. Dye, Managing Member

STATE OF OHIO)
)SS
COUNTY OF Franklin)

The foregoing instrument was acknowledged before me this 4th day of October, 2002 by Karen D. Dye, who is personally known to me and who did not take an oath.

drivers license



Notary Public

My commissions expires:

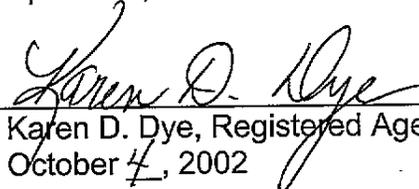


Printed or Typed Name
GRETCHEN SCHIERBECK
Notary Public, State of Ohio
My Commission Expires 07-19-05

CERTIFICATE OF REGISTERED AGENT

1. The name of the limited liability company is SUPERIOR PACKAGING, LLC.
2. The name of the registered agent is **Karen D. Dye**.
3. The address of the registered agent and office is 4151 Gulf Shore Blvd. North, #1403, Naples, FL 34103.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Karen D. Dye, Registered Agent
October 4, 2002

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