



THE UNITED STATES
CORPORATION
COMPANY

L97000000338

ACCOUNT NO. : 072100000032

REFERENCE : 302722 81350A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 21, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 302722-005

CUSTOMER NO: 81350A

CUSTOMER: Bruce E. Stutsman, Esq
DALE, BALD & ALTES, P.A.

Suite 1100
200 West Forsyth Street
Jacksonville, FL 32202

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DOMESTIC FILING

PLH

NAME: ~~PHL~~ MFG. COMPANY, L.C.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

FILED
97 MAR 21 PM 1:47
FALLING

97 MAR 21 AM 11:21
CORPORATION OF FLORIDA

DALE, BALD & ALTES

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

HOWARD L. DALE
WILLIAM A. BALD *
MICHAEL A. ALTES
MICHAEL A. CANDETO
BRUCE E. STUTSMAN
RUSSELL H. SHOWALTER JR.
LEE F. MERCIER
MARIANNE LLOYD
JULIE SAIEG

* ALSO ADMITTED IN GEORGIA

(904) 355-1155

200 WEST FORSYTH STREET, SUITE 1100
JACKSONVILLE, FLORIDA 32202-4308

FACSIMILE (904) 355-1520
E-MAIL: DaleBaldFL@aol.com

March 20, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: PLH Mfg. Company, L.C.
Our File No.: 1833

Dear Sir or Madam:

Enclosed for filing are the following documents:

- (i) An original and one copy of the Articles of Organization of PLH Mfg. Company, L.C.;
- (ii) An original and one copy of the Affidavit of Membership and Contributions of PLH Mfg. Company, L.C.; and
- (iii) An original and one copy of the Certificate Designating Registered Agent and Registered Office for PLH Mfg. Company, L.C.

Also enclosed is this firm's check in the amount of \$337.50 made payable to "Secretary of State," representing:

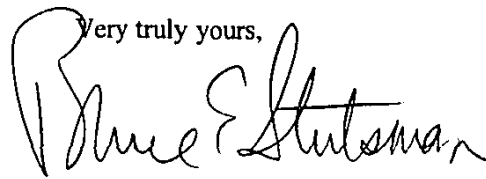
Filing Fee	\$250.00
Registered Agent Fee	35.00
Fee for one certified copy	<u>52.50</u>

TOTAL: \$337.50

We would appreciate your filing the original of the Articles of Organization in accordance with the usual procedure, and returning to this office a certified copy of the Articles of Organization.

Department of State
Division of Corporations
March 20, 1997
Page March 20, 1997

Please contact the undersigned if you have any questions concerning the enclosed items.
Thank you very much for your assistance.

Very truly yours,

Bruce E. Stutsman

Enclosures

**ARTICLES OF ORGANIZATION
OF**

PLH MFG. COMPANY, L.C.

FILED
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SILVER
TALLAHASSEE
FLORIDA

The undersigned, members of PLH Mfg. Company, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization.

ARTICLE I - NAME

The name of this Company shall be PLH MFG. COMPANY, L.C.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Company in the State of Florida is 6828 Highway Avenue, Jacksonville, Florida 32254.

ARTICLE III - DURATION

Provided there are at least two remaining members following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company as provided in the regulations of the Company, the remaining members may by unanimous consent elect to continue the business of the Company.

ARTICLE IV - PURPOSES

The Company is organized under Chapter 608, Florida Statutes, for the purposes provided in Article III, Section 3.1 of the Regulations and Operating Agreement for PLH Mfg. Company, L.C.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is Dale, Bald & Altes, P.A., 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The initial capital contribution to the Company by the members shall consist of cash or services in the aggregate amount of \$180,000.00. Additional capital contributions shall be made as provided in the regulations of the Company.

ARTICLE VII - MEMBERS

The terms and conditions of admission as a member, and the transfer or assignment of an interest, shall be governed by the regulations of the Company.

ARTICLE VIII - MANAGEMENT

The management of the Company shall be vested in the members, as provided in the regulations of the Company. The name and address of the initial members are as follows:

Russell E. Tanner
6828 Highway Avenue
Jacksonville, Florida 32254

Charles R. Krichbaum
6828 Highway Avenue
Jacksonville, Florida 32254

International Resources Group, L.L.C.
121 S. Meramec, Suite 1008
St. Louis, Missouri 63105

ARTICLE IX - AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended by the members of the Company as provided in the regulations of the Company.

ARTICLE X - REGULATIONS

The regulations of the Company shall be approved and adopted by unanimous consent of the members of this Company, and may be amended by the members of this Company as provided in the regulations of the Company.

IN WITNESS WHEREOF, the undersigned organizers have executed these Articles of Organization this 06 day of MARCH, 1997.

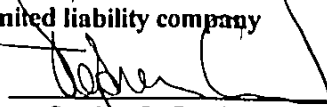


RUSSELL E. TANNER



CHARLES R. KRICHBAUM

INTERNATIONAL RESOURCES
GROUP, L.L.C., a Missouri
limited liability company

By: 

Stephen P. Gund, Manager

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by Russell E. Tanner, who (check one) ☐ is personally known to me or ☐ has produced _____ as identification and who did/did not take an oath.

DEBORAH A. KUHN
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Aug. 8, 1997
Commission No. C.C. 335097
Bonded thru Patterson - Becht Agency

Deborah A. Kuhn
Print Name: DEBORAH A. KUHN
Notary Public, State of Florida at Large
My commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by Charles R. Krichbaum, who (check one) ☐ is personally known to me or ☐ has produced _____ as identification and who did/did not take an oath.

DEBORAH A. KUHN
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Aug. 8, 1997
Commission No. C.C. 335097
Bonded thru Patterson - Becht Agency

Deborah A. Kuhn
Print Name: DEBORAH A. KUHN
Notary Public, State of Florida at Large
My commission expires:

STATE OF Missouri
COUNTY OF St. Louis

The foregoing instrument was acknowledged before me this 17 day of March, 1997, by Stephen P. Gund, as Manager of International Resources Group, L.L.C., a Missouri limited liability company, on behalf of the company, who (check one) ☒ is personally known to me or ☐ has produced _____ as identification and who did/did not take an oath.

Linda M. Neal
Print Name: Linda M. Neal
Notary Public, State and County Aforesaid
My commission expires: 11/17/97

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

OF

PLH MFG. COMPANY, L.C.

STATE OF FLORIDA
COUNTY OF DUVAL

In accordance with Section 608.407(2), Florida Statutes, the undersigned members and authorized representatives of PLH MFG. COMPANY, L.C., a Florida limited liability company (the "Company"), depose and say:

1. The Company has at least two members.
2. The total amount of cash initially contributed to the Company by the members is \$30,000.00.
3. The value of services rendered to the Company by the members is \$150,000.00.
4. The total amount of cash and value of services rendered anticipated to be contributed by the members is \$225,000.00. This total includes the amounts from paragraphs 2 and 3 above.

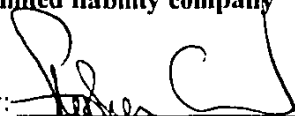


RUSSELL E. TANNER



CHARLES R. KRICHBAUM

INTERNATIONAL RESOURCES
GROUP, L.L.C., a Missouri
limited liability company

By: 

Stephen P. Gund, Manager

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by Russell E. Tanner, who (check one) ☒ is personally known to me or ☐ has produced _____ as identification and who did/did not take an oath.

DEBORAH A. KUHN
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires 3/31/97
Commission No. 0034097
Bonded thru Patterson - Becht Agency

Deborah A. Kuhn
Print Name: DEBORAH A. KUHN
Notary Public, State of Florida at Large
My commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by Charles R. Krichbaum, who (check one) ☒ is personally known to me or ☐ has produced _____ as identification and who did/did not take an oath.

DEBORAH A. KUHN
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires 3/31/97
Commission No. 0034097
Bonded thru Patterson - Becht Agency

Deborah A. Kuhn
Print Name: DEBORAH A. KUHN
Notary Public, State of Florida at Large
My commission expires:

STATE OF Missouri
COUNTY OF St. Louis

The foregoing instrument was acknowledged before me this 17 day of March, 1997, by Stephen P. Gund, as Manager of International Resources Group, L.L.C., a Missouri limited liability company, on behalf of the company, who (check one) ☒ is personally known to me or ☐ has produced _____ as identification and who did/did not take an oath.

Linda M. Neal
Print Name: Linda M. Neal
Notary Public, State and County Aforesaid
My commission expires: 11/17/97

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

First, that PLH Mfg. Company, L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Dale, Bald & Altes, P.A., whose street address is 200 W. Forsyth Street, Suite 1100, City of Jacksonville, State of Florida 32202, as its agent to accept service of process within Florida.

DATED: 06 March, 1997

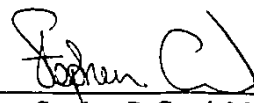


RUSSELL E. TANNER



CHARLES R. KRICHBAUM

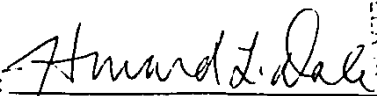
**INTERNATIONAL RESOURCES
GROUP, L.L.C., a Missouri
limited liability company**

By: 

Stephen P. Gund, Manager

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, this firm hereby accepts the appointment as registered agent and agrees to act in this capacity. This firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

DALE, BALD & ALTES, P.A.

By: 

Howard L. Dale, President

March 20, 1997
Date

97 MAR 21 PM 1:47
FILED
TALLAHASSEE
FLORIDA