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LIMITED LIABILITY COMPANY

UNITED CONTAINER, LLC

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GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

FAX AUDIT NO.: H99000020302

WRITER'S DIRECT DIAL NUMBER: 305-376-4181

August 13, 1999

Via Telefacsimile

Florida Department of State
Division of Corporations
Tallahassee, Florida 32314

Re: **UNITED CONTAINER, LLC**

Dear Sir/Madam:

Enclosed, for filing, are the fully executed Articles of Organization for the above referenced limited liability company.

Please be advised that this company is related to an existing corporation of the same name. United Container Corporation was filed under Document No.: P99000056252 on June 22, 1999.

Please take this information into consideration while reviewing our document for filing.

Sincerely,

Michelle Sanderson
Corporate Records Assistant

/ms

Enc.
244716.1

FAX AUDIT NO.: H99000056252

FAX AUDIT NO.:
H99000020302

**ARTICLES OF ORGANIZATION
OF
UNITED CONTAINER, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is UNITED CONTAINER, LLC.

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business

The purpose and nature of the business to be conducted by the Company is to conduct any lawful business.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 0710430

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Article IV
Mailing Address

The mailing address and the street address of the Company's initial principal office is:

c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
500 East Broward Boulevard
Ft. Lauderdale, Florida 33394

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131-1897, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc., a Florida corporation.

Article VI
Membership Interests and Share Certificates

(A) The amount of capital which the initial Members have committed as their initial capital contribution is Two Thousand Dollars (\$2,000.00).

(B) Membership interests in the Company shall be divided into Class A and Class B Membership Interests and shall be evidenced by share or unit certificates. The aggregate number of unit certificates representing all classes of membership interests shall be Thirty Million (30,000,000) units which shall be further divided into Ten Million units (10,000,000) which shall be designated as Class A Voting Membership Interests and Twenty Million units (20,000,000) which shall be designated as Class B Nonvoting Membership Interests. Except as otherwise required or provided by law or as otherwise set forth in the Company's Regulations and Operating Agreement, only Class A Voting Membership Interests shall be entitled to vote on matters. Holders of Class B Membership Interests shall be entitled to allocations of profits and losses, and distributions from the Company, only as set forth in the Regulations and Operating Agreement.

(C) No Member of this Company may transfer, sell or assign his or her shares in the Company to any other person except as provided for in the Company's Regulations and Operating Agreement.

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Article VII
Addition of New Members

New Members who take their interest directly from the Company will be admitted as Members in accordance with the Regulations and Operating Agreement of the Company. New Members who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Class A Voting Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VIII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of the majority of the Class A Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement

Article IX
Management

(a) Managed by Board of Managers. This Company shall be managed by a Board of Managers (hereinafter referred to as the "Board of Managers") who shall be appointed by the Class A Common Members as provided for in the Regulations and Operating Agreement. The number of Managers shall initially be three (3) but may be decreased to one (1) in accordance with the Company's Regulations and Operating Agreement.

(b) Initial Board of Managers. The names and street addresses of the initial Board of Managers of the Company are:

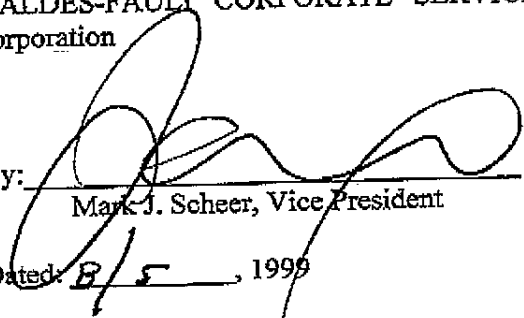
<u>Names</u>	<u>Street Addresses</u>
Andrew Todd Bullock	7868 Rea Road, Suite F344 Charlotte, NC 28277
Steven Ingram	5650 Brown Road Powder Springs, GA 30073

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC., a Florida corporation

By: 
Mark J. Scheer, Vice President

Dated: 8/5, 1999

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

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AFFIDAVIT

STATE OF Florida)
) ss.:
COUNTY OF Hills)

BEFORE ME, a Notary Public, personally appeared Andrew Todd Bullock ("Affiant"), the Authorized Representative of UNITED CONTAINER, LLC, a limited liability company ("UNITED"), who, deposes and states that:

1. UNITED has at least one member.
2. The total initial capital contributions and anticipated capital of the initial members of UNITED is Two Thousand Dollars (\$2,000.00).
3. Except for the cash stated in No. 2 above, there shall be no property contribution made, or anticipated to be contributed, by the members.

FURTHER AFFIANT SAYETH NAUGHT.

Andrew Todd Bullock
Andrew Todd Bullock, Authorized Representative

The foregoing instrument was acknowledged before me this 5th day of AUG, 1999, by Andrew T. Bullock who is personally known to me or has produced FL DR LLC as identification.

FDOL. B420-018-62-448 -0

Jessica D. Morilak
Notary Public, State of FLORIDA at Large

My Commission Expires: MAY 16 2,000

