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LAW OFFICES OF

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FILED
00 NOV -6 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 2, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Incorporation of: PAL-PAKS, INC.**

200003453242--2
-11/06/00--01092--002
****122.50 *****78.75

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for PAL-PAKS, INC., and a check in the sum of \$122.50, your fee to file same.

Upon filing the Articles of Incorporation, please return a certified copy to this office at your earliest convenience.

Should you have any questions, please do not hesitate to contact the undersigned.

Thank you in advance for your courtesy and cooperation in this matter.

Sincerely,

Effie Mitrakos

Effie Mitrakos, Legal Assistant

KOB/em
enc.(s)

Effie Mitrakos GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Office address
DATE 11-08-00 at 11:35am.
DOC. EXAM [Signature]

6260 Kipps Colony Ct., #203
Gulf Port, FL 33707

[Signature]
11-8

ARTICLES OF INCORPORATION

OF

PAL-PAKS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, hereby executes the following for the purposes of forming a corporation under the Laws of the State of Florida providing the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the Corporation shall be PAL-PAKS, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purposes of any and all lawful business under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Corporation shall be common stock divided into 100 shares at one dollar, par value, each. Said stock shall be issued by the Board of Directors for such consideration as they deem equivalent to the market value thereof; or for labor, services or stock, and at a just valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors.

ARTICLE IV - PREEEMPTIVE

Every shareholder, upon the sale for cash of any new stock of this Corporation, or of the same kind, class, or series, as that which he already holds, shall have the right to purchase his pro-rata share thereof, (or as nearly as may be done without the issue of fractional shares of fractional shares), at the price at which it is offered to others.

ARTICLE V - EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 31-57th Street N., St. Petersburg, Florida. 33710. The name of the initial registered agent at that address is W. G.

BOSTICK, JR., ESQ. Principal office address is 6260 Kipps Colony Ct., #203
Gulf Port, FL 33707

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of Directors may be increased or decreased from time to time by the by-laws. The name and address of the initial Director is LARRY McCOY, 50-83rd Avenue N., Treasure Island, FL 33706.

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these articles of incorporation are as set out above in Article VII.

ARTICLE IX - POWERS OF DIRECTORS

The Directors shall have all powers granted under the laws of the State of Florida and the power to hold their meetings and to have one or more offices and to keep the books of the Corporation, except the original or duplicate stock ledger, outside the original County of its initial registered office, and the State of Florida, at such place or places as from time to time may be designated by the by-laws or a resolution of the Board of Directors. Members of the Board may participate in regular meetings by means of conference phone permitted by law.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE XI-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment thereto, and any and all rights conferred upon the shareholders is also subject to this reservation.

ARTICLE XII - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to have commenced its existence upon the filing of these articles with the Secretary of State.

In witness whereof, this 15th day of November, 2000
15th day of November, 2000.

Larry McCoy
LARRY McCOY,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 15th day of November, 2000 personally appeared LARRY McCOY, personally known to me and known to me to be the person whose name is subscribed above and that he acknowledged the foregoing for the purposes therein contained.

Kathryn M. O'Brien
Notary Public

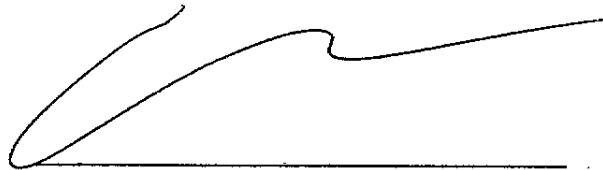


Kathryn M. O'Brien
MY COMMISSION # CC850721 EXPIRES
June 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, W. G. BOSTICK, JR., ESQ., hereby accept my designation as registered agent for PAL-PAKS, INC., and do hereby state that I am familiar with and accept the obligation of that position as set forth by Florida Law.


W. G. BOSTICK, JR., ESQ.

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