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April 2, 2002

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

Re: B & E PACKAGING CORPORATION

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 as filing fee. Please file the Articles and return a date-stamped copy to me.

I thank you for your prompt attention to this request.

Very truly yours,


Arthur B. D'Almeida

ABD/smo
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -4 PM 7:38

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ARTICLES OF INCORPORATION
OF
B & E PACKAGING CORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -4 PM 7:38a

The undersigned, acting as incorporator of B & E PACKAGING CORPORATION, corporation organized under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: B & E PACKAGING CORPORATION

ARTICLE II

Corporate existence shall begin at the time these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation shall have the authority to issue one (1) class of stock. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the corporate office is: 2406 Andros Lane, Fort Lauderdale, Florida 33312. The principal office address shall be the same. The name of the registered agent of the

corporation is ROBERT W. HARVEY and the registered agent's address is 2406 Andros Lane, Fort Lauderdale, Florida 33312.

ARTICLE VI

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased from time to time by the By-Laws, but shall never be more than five (5) members.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first meeting of Shareholders, or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT W. HARVEY	2406 Andros Lane Ft. Lauderdale, FL 33312
EDNA I. HARVEY	2406 Andros Lane Ft. Lauderdale, FL 33312

ARTICLE VIII

The name and address of the initial incorporator is ROBERT W. HARVEY, and the principal place of business shall be 2406 Andros Lane, Ft. Lauderdale, Florida 33312.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

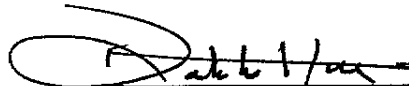
The corporation shall indemnify any office or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without of the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth and hereunto sets his hand and seal the

29 day of March 2002.


ROBERT W. HARVEY
Incorporator/Director

I HEREBY ACCEPT the foregoing designation as Registered Agent outlined in Article V.


ROBERT W. HARVEY
Registered Agent

STATE OF FLORIDA
COUNTY OF Broward

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -4 PM 7:38

I HEREBY CERTIFY that on the 29 day of March 2002 before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT W. HARVEY, Incorporator and Registered Agent of the foregoing Articles of Incorporation, known to me personally to be such, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed and deposed that the facts therein stated were truly set forth.


Notary Public, State of Florida

My Commission Expires: 2703



David D. Hill
Commission # CG 807329
Expires Feb. 7, 2003
Bonded Thru
Atlantic Bonding Co., Inc.