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RAFFERTY, GUTIERREZ&SANCHEZABALLI

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P.001/005

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State

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Division of Corporations

Fax Number : (850)205-0381

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Account Name : RAFFERTY, GUTIERREZ, SANCHEZ-ABALLI, STOLZENBERG & GELLES

Account Number : I20000000207

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FLORIDA PROFIT CORPORATION OR P.A.

SPIRIT PACKAGING, INC.

Certificate of Status	0
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02 JUL 25 PM 4:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
SPIRIT PACKAGING, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and the principal place of business and mailing address of this Corporation shall be:

SPIRIT PACKAGING, INC.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 5,000 shares of Common Stock having a par value of \$ 0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Rafael Sánchez-Aballí, Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Hal Weintraub	1101 Brickell Avenue, Suite 1400 Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

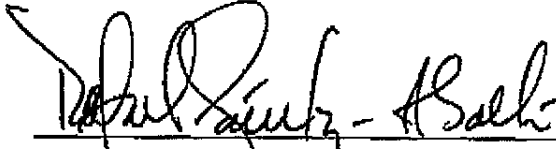
Name

Street Address

Rafael Sánchez-Aballí, Esq.

1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 25th day of July, 2002.



Rafael Sánchez-Aballí, Esq., Incorporator

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**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

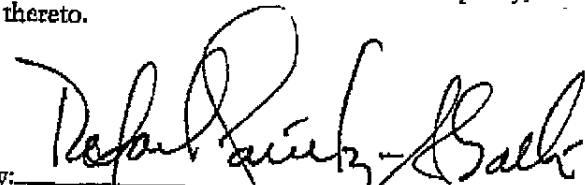
In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SPIRIT PACKAGING, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named Rafael Sánchez-Aballí, Esq., located thereat as its registered agent to accept service of process within this state.

By:


Rafael Sánchez-Aballí, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:


Rafael Sánchez-Aballí Esq., Registered Agent