

**CAPITAL CONNECTION, INC.**

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Package Pros, Inc

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☒ Courier

\$7.29/02

Signature \_\_\_\_\_

Requested by: JPW 7/29  
Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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ARTICLES OF INCORPORATION  
OF  
PACKAGEPROS, INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: PACKAGEPROS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued

shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE VIII

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of three (3) directors whose names and addresses are as follows:

DAVID A. MEYER  
3285 67<sup>th</sup> Street  
Flasher, ND 58535

BRENDA MEYER  
3285 67<sup>TH</sup> Street  
Flasher, ND 58535

JOHN J. MEYER  
3884 Bay Hill LP SE  
Rio Rancho, New Mexico 87124

ARTICLE IX

The initial registered agent of the corporation is: D. ANDREW HUNT. The street address of the corporation's initial registered office is: 550 State Road 60 West, Lake Wales, Florida 33853.

ARTICLE X

The principal place of business and mailing address of this corporation shall be: 550 State Road 60 West, Lake Wales, Florida 33853.

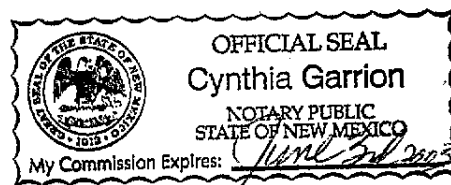
ARTICLE XI

The name and address of the incorporator to these Articles of Incorporation is:

JOHN J. MEYER  
3884 Bay Hill LP SE  
Rio Rancho, New Mexico 87124

The undersigned incorporator has executed these Articles of Incorporation this 24 day of July, 2002.

JOHN J. MEYER, Incorporator



STATE OF NEW MEXICO  
COUNTY OF Sandoval

The foregoing instrument was acknowledged before me this 24th day of July, 2002, by JOHN J. MEYER [ ] who is personally known to me or [ ] who has produced AIM DL #127202800 as identification.

Cynthia Garrison  
Notary Public/State of New Mexico

My Commission Expires: June 3rd 2003

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of PACKAGEPROS, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 26<sup>th</sup> day of July, 2002.

  
\_\_\_\_\_  
D. ANDREW HUNT, Registered Agent

C:\bj\CLIENTS\o-p\PackagePros, Inc\Articles of Incorporation.wpd ♦ July 15, 2002