

Division of Corporations

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Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Packaging And Material Handling Consultants, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF

PACKAGING AND MATERIAL HANDLING CONSULTANTS, INC.

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: PACKAGING AND MATERIAL HANDLING CONSULTANTS, INC.

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV.

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000 shares of common stock, each with a par value of \$.01.

ARTICLE V.

The principal office and mailing address of this Corporation shall be PMB 222, 3545-1 St Johns Bluff Road South Jacksonville, Florida 32224.

ARTICLE VI.

The street address of the initial registered office of this Corporation in Florida shall be 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082, and its initial registered agent at that address shall be Randal C. Fairbanks. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VII.

The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

ARTICLE VIII.

The names and street addresses of the members of the first Board of Directors, who, subject to the

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provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Robert P. Costello	PMB 222, 3545-1 St. Johns Bluff Road South Jacksonville, Florida 32224

ARTICLE IX.

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not

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adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

ARTICLE XI.

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Randal C. Fairbanks	217 Ponte Vedra Park Drive, Suite 200 Ponte Vedra Beach, Florida 32082

ARTICLE XII.


This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

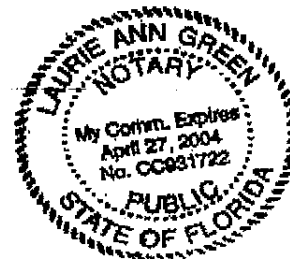
IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 22nd day of Oct., 2002.


Randal C. Fairbanks

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of OCTOBER, 2002, by Randal C. Fairbanks, [X] who is personally known to me or [] who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named in the foregoing Articles of Incorporation to accept service of process for the above stated Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

By: Randal C. Fairbanks
Randal C. Fairbanks, Registered Agent

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