

Division of Corporations

Page 1 of 1

P05000072355Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000124771 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : DALE, BALD, SHOWALTER & MERCIER, P.A.
Account Number : I20000000171
Phone : (904) 355-1155
Fax Number : (904) 355-1520FILED
05 MAY 17 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GRIMES PACKAGING SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

T. Gurch MAY 18 2005

Electronic Filing Menu

Corporate Filing

Public Access Help

AUDIT NO: H0000124771 3

ARTICLES OF INCORPORATION

OF

GRIMES PACKAGING SERVICES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Grimes Packaging Services, Inc.

ARTICLE II

Initial Principal Office or Place of Business

The initial principal office or place of business of this corporation is 600 North Ellis Road, Jacksonville, Florida 32254.

ARTICLE III

Duration

This corporation shall exist perpetually, commencing upon the filing of these articles.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202-4308, and the name of the initial registered agent of

W:\WPDATA\Grimes Logistics\Grimes Packaging Services, Inc\Arts of Incorporation - Grimes Packaging 05 17 05.doc

AUDIT NO: F05000124771 3

FILED
05 MAY 17 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUDIT NO: H05100124771 3

this corporation at that address is Howard L. Dale.

ARTICLE VII

Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but there shall always be at least one (1) director

ARTICLE VIII

Initial Director

The name and street address of the initial director of the corporation are:

Thomas L. Grimes
600 North Ellis Road
Jacksonville, Florida 32254

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles are:

Michael A. Candeto
200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202-4308

ARTICLE X

Bylaws

The initial bylaws of this corporation shall be adopted by the initial director. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

AUDIT NO: H05000124771 3

ARTICLE XI

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE XII

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIV

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

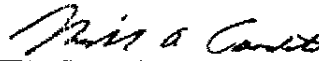
ARTICLE XV

Preemptive Rights

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

AUDIT NO: H05000124771 3

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of May, 2005.



Michael A. Candeto, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

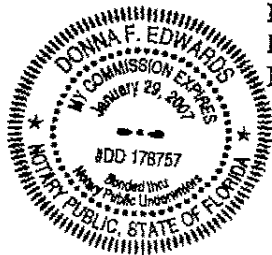
The foregoing instrument was sworn to and acknowledged before me by Michael A. Candeto, as incorporator of Grimes Packaging Services, Inc., a Florida corporation, on behalf of the corporation, this 17th day of May, 2005. Affiant ☒ is personally known to me or _____ produced _____ as identification.



Notary Public, State of Florida at Large

My commission expires:

Notarial Seal:



AUDIT NO: H05000124771 3

GRIMES PACKAGING SERVICES, INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, GRIMES PACKAGING SERVICES, INC., a Florida corporation (the "Corporation"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

1. The name of the Corporation is: GRIMES PACKAGING SERVICES, INC.
2. The name of the registered agent and the address of the registered office of the Corporation are:

NAME: Howard L. Dale

ADDRESS: 200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202-4308

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Howard L. Dale
Howard L. Dale, Registered AgentDated: May 17, 2005FILED
05 MAY 17 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA