

JUN-06-2005 11:45

GUNSTER, YOAKLEY

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**FLORIDA PROFIT CORPORATION OR P.A.**

Vista Pak, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION  
OF  
VISTA PAK, INC.**

*The undersigned incorporator, for the purpose of forming a corporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), hereby adopts the following Articles of Incorporation.*

**ARTICLE I      NAME**

The name of the corporation (the "Corporation") shall be: Vista Pak, Inc.

**ARTICLE II      PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

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

450 Royal Palm Way, Suite 400  
Palm Beach, Florida 33480

**ARTICLE III      SHARES**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Two Thousand (2,000) shares of Common Stock, par value \$.01 per share (the "Common Stock"), of which 1,000 shares of Common Stock will be classified as a series of Common Stock referred to as the "Non-Voting Common Stock," and 1,000 shares will be classified as a series of Common stock referred to as the "Voting Common Stock." All shares of Non-Voting Common Stock and Voting Common Stock shall entitle the holders thereof to identical economic rights and privileges, including the right to share equally, on a share-for-share basis, in all distributions from the Corporation, whether payable in cash, in property or in securities of the Corporation and whether in the nature of a dividend, liquidating distribution or otherwise.

Voting Rights of Non-Voting Common Stock. Unless otherwise provided by law, the holders of Non-Voting Common Stock shall have no right to vote on any matter to be voted on by the shareholders of the Corporation. Voting rights are reserved exclusively to the holders of outstanding shares of Voting Common Stock.

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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Alan H. Miller  
450 Royal Palm Way, Suite 400  
Palm Beach, Florida 33480

ARTICLE V INCORPORATOR

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

Alan H. Miller  
450 Royal Palm Way, Suite 400  
Palm Beach, Florida 33480

ARTICLE VI INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in


his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### ARTICLE VII      AMENDMENT

These Articles of Incorporation, or any amendment hereto, may be amended or repealed only on the vote of shareholders holding more than fifty percent (50%) of the outstanding shares of the Corporation's Voting Common Stock.

#### ARTICLE VIII      BYLAWS

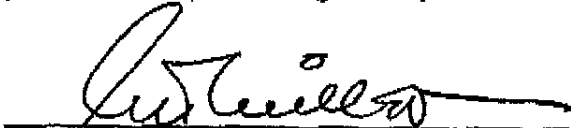
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders of the Corporation's Voting Common Stock or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders of the Corporation's Voting Common Stock if these shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

  
\_\_\_\_\_  
Alan H. Miller, Incorporator

Date: 2 June, 2005

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

*Having been named as registered agent and to accept service of process for Vista Pak, Inc. 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 as provided for in Chapter 607, F.S.*

  
Alan H. MillerDated: 2 June, 2005FILED  
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