

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

P95000005322

CSC networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 527986 6116A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : January 20, 1995

ORDER TIME : 9:58 AM

800001385738

ORDER NO. : 527986

CUSTOMER NO: 6116A

CUSTOMER: Kathy Mintner, Legal Asst
REINHART BOERNER VAN DEUREN
NORRIS & RIESELBACH
1000 North Water Street, #2100

Milwaukee, WI 53202

DOMESTIC FILING

P95000005322

NAME: JMAC PACKAGING, INC.

FILED
95 JUN 20 PM 1:50
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

Dr
1-20-95
02/A

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

FILED
95 JAN 20 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be Jmac Packaging, Inc. The street address of the initial principal office of the corporation and the mailing address of the corporation shall be 5240 Bank Street, Fort Myers, Florida 33907.

**ARTICLE II
NATURE OF BUSINESS**

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 5240 Bank Street, Fort Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address is Charles R. Miller.

ARTICLE V
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Michael R. Miller, Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c., 1000 North Water Street, Suite 2100, Milwaukee, Wisconsin 53202.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of January, 1995.

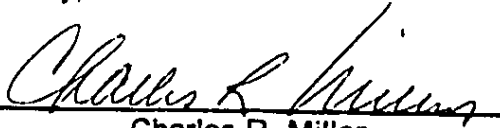
Michael R. Miller
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION OF
JMAC PACKAGING, INC.**

FILED
95 JAN 20 PM 1:50
SECRET
TALLAHASSEE, FLORIDA

Charles R. Miller, an individual residing in the State of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under § 607.0505, Florida Statutes.

Dated this 17th day of January, 1995.


Charles R. Miller

P9500005322
KEINHART | BOERNER | VAN DEUREN
NORRIS & RIESELBACH, S.C.

ATTORNEYS AT LAW

March 7, 1995



CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAR 13 1995

Dear Sirs:

Re: Jmac Packaging, Inc.

Enclosed for filing is a Statement of Change of Registered Office for Jmac Packaging, Inc., together with one exact copy. Also enclosed is a check in the amount of \$35 to cover your filing fee. Please forward to me a file-stamped copy of the Statement of Change of Registered Office in the self-addressed envelope enclosed for your convenience.

If you have any questions regarding the enclosed, please contact me.

Sincerely,

Michael R. Miller

Michael R. Miller

158720MRM:MRM

Encs.

FILED
95 MAR 13 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R/K/10/
XLC
3-14

**STATEMENT OF CHANGE OF REGISTERED OFFICE FOR
JMAC PACKAGING, INC.**

Pursuant to the provisions of section 607.0502, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office in the State of Florida.

- 1a. The name of the corporation is Jmac Packaging, Inc.
- 1b. The mailing address of the corporation is
12131 Summergate Circle #101, Fort Myers, Florida 33913.

- 1c. Date of incorporation: January 20, 1995.
Document number: P95000005322.

2. The name and address of the current registered agent
and office: Charles R. Miller, 5240 Bank Street, Fort Myers, Florida 33907.

3. The name and address of the new registered agent and
office: Charles R. Miller, 12131 Summergate Circle #101, Fort Myers,
Florida 33913.

The street address of its registered office and the street
address of the business office of its registered agent, as changed, will be
identical.

Such change was authorized by resolution duly adopted by the
Corporation's Board of Directors.

Dated this 5th day of March, 1995.

JMAC PACKAGING, INC.

BY

Michael R. Miller
Michael R. Miller, Secretary

FILED
95 MAR 13 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED BY
JMAC PACKAGING, INC.**

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this 5th day of March, 1995.



Charles R. Miller

FILED
95 MAR 13 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000005322

REINHART BOERNER VAN DEUREN
NORRIS & RIESELBACH, S.C.

ATTORNEYS AT LAW

July 26, 1995



Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900001547579
-07/27/95--01049--021
*****70.00 *****70.00

Dear Sir or Madam:

Re: Jmac Packaging, Inc.

I attach for filing one original and one duplicate Articles of Merger reflecting the above-referenced name. Enclosed is a check in the amount of \$70 made out to the Secretary of State to cover your filing fee.

Please send me the file stamped copy for my records. If you have any questions, please call me at 414 298-8363.

Thank you.

Yours very truly,

Kathleen C. Wessels

Kathleen C. Wessels
Paralegal

192705:KCW:KCW

Encs.

*Copy to
Gunda*

EFFECTIVE DATE
7-31-95

FILED
95 JUL 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF JMAC PACKAGING, INC.
WITH AND INTO
JMAC ENTERPRISES, INC.**

FILED
95 JUL 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with sections 180.1105 and 180.1107 of the Wisconsin Business Corporation Law and sections 607.1105 and 607.1107 of the Florida Business Corporation Act, Jmac Enterprises, Inc., a Wisconsin corporation, and Jmac Packaging, Inc. a Florida corporation, hereby adopt the following Articles of Merger:

ARTICLE I

The Plan of Merger is attached hereto as Exhibit A.

ARTICLE II

The Plan of Merger was approved on July 25, 1995 in accordance with section 180.1103 of the Wisconsin Business Corporation Law and section 607.1103 of the Florida Business Corporation Act, respectively.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed as of the 25th day of July, 1995.

JMAC ENTERPRISES, INC.:

BY

Charles R. Miller
Charles R. Miller, President

Attest:

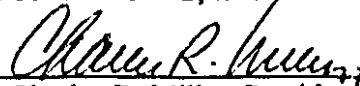
Michael R. Miller
Michael R. Miller, Secretary

EFFECTIVE DATE

7-31-95

JMAC PACKAGING, INC.

BY



Charles R. Miller, President

Attest:



Michael R. Miller, Secretary

This document was drafted by Michael R. Miller, Esq. This document must be filed with the Secretary of State of the State of Wisconsin and the Department of State of the State of Florida.

EXHIBIT A

FILED
95 JUL 27 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
OF
JMAC ENTERPRISES, INC.,
A WISCONSIN CORPORATION,
AND
JMAC PACKAGING, INC.,
A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of July 25, 1995 (the "Agreement") is between Jmac Enterprises, Inc., a Wisconsin corporation ("Enterprises"), and Jmac Packaging, Inc., a Florida corporation ("Packaging"). Enterprises and Packaging are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Enterprises is a corporation duly organized and existing under the laws of the State of Wisconsin and has an authorized capital of 9,000 shares of Common Stock, \$.01 par value. As of the date hereof, 1,000 shares of Common Stock were issued and outstanding.

B. Packaging is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital of 10,000 shares of Common Stock, \$.01 par value. As of the date hereof, 1,000 shares of Common Stock were issued and outstanding.

C. Based on the foregoing, the respective Boards of Directors of Enterprises and Packaging have determined that it is advisable and in the best interest of Enterprises and Packaging, respectively, that Packaging merge with and into Enterprises upon the terms and conditions herein provided.

D. The respective Boards of Directors and stockholders of Enterprises and Packaging approved this Agreement on July 25, 1995 and have directed that this Agreement be executed by the undersigned officers.

AGREEMENTS

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Enterprises and Packaging hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

MERGER

1.1 Merger. In accordance with the provisions of this Agreement and the Wisconsin Business Corporation Law and the Florida Business Corporation Act, Packaging shall be merged with and into Enterprises (the "Merger"), the separate existence of Packaging shall cease and Enterprises shall be, and is herein sometimes referred to as, the "Surviving Corporation" and the name of the Surviving Corporation shall be "Imac Enterprises, Inc."

1.2 Effective Date of Merger. The "Effective Date of the Merger" shall be the close of business on July 31, 1995.

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Packaging shall cease and:

- (a) The title to all property owned by each Constituent Corporation shall be vested in the Surviving Corporation without reversion or impairment;
- (b) The Surviving Corporation shall have all liabilities of each Constituent Corporation;
- (c) A civil, criminal, administrative or investigatory proceeding pending against any Constituent Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Constituent Corporation;
- (d) The shares of each Constituent Corporation that are to be converted into shares of the Surviving Corporation shall be converted, and the former holders of the shares are entitled only to the rights provided in the Articles of Merger;

all as more fully provided under the applicable provisions of the Wisconsin Business Corporation Law and the Florida Business Corporation Act

ARTICLE II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. The Articles of Incorporation of Enterprises as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 By-Laws. The By-Laws of Enterprises as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the By-Laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Enterprises immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the By-Laws of the Surviving Corporation.

ARTICLE III

MANNER OF CONVERTING STOCK

3.1 Packaging Common Stock. Upon the Effective Date of the Merger, each share of Packaging Common Stock, \$.01 par value, issued and outstanding immediately prior thereto, shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and, subject to the provisions of section 180.0622(2)(b) of the Wisconsin Business Corporation law, non-assessable share of Common Stock, \$.01 par value, of the Surviving Corporation.

3.2 Enterprises Common Stock. No issued, unissued, outstanding or treasury shares of the Common Stock of Enterprises are to be converted or adjusted as a result of the Merger.

3.3 Exchange of Common Stock Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Packaging Common Stock may, at such stockholder's option, surrender the same for cancellation to the Secretary of the Surviving Corporation at the address of the

Surviving Corporation's principal place of business at N361 Tamarack Drive, Appleton, Wisconsin 54915 (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Packaging Common Stock shall be deemed for all purposes to represent the number of whole shares of the Surviving Corporation's Common Stock into which such shares of Packaging Common Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to, and to receive dividends and other distributions upon, the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the existing stock of Enterprises unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

3.4 Transfer of Certificates. If any certificate for shares of Enterprises stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Enterprises that such tax has been paid or is not payable.

ARTICLE IV

GENERAL

4.1 Further Assurances. From time to time, as and when required by Enterprises or by its successors or assigns, there shall be executed and delivered

by or on behalf of Packaging such deeds and other instruments, and there shall be taken or caused to be taken by it or on behalf of it such further and other actions as shall be appropriate or necessary in order to vest or perfect in, or conform or record or otherwise transfer to, Enterprises the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Packaging and otherwise to carry out the purposes of this Agreement. The officers and directors of Enterprises are fully authorized in the name and on behalf of Packaging or otherwise to take any and all such actions and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason by the Board of Directors either of Enterprises or of Packaging, or of both, notwithstanding the approval of this Agreement by the stockholders of Enterprises or of Packaging, or by both.

4.3 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the earlier of the filing of Articles of Merger with the Secretary of State of the State of Wisconsin and the Department of State of the State of Florida; provided, however, that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of shares or any class or series thereof of such Constituent Corporation.

4.4 Registered Office. The registered office of the Surviving Corporation in the State of Wisconsin is located at 1000 North Water Street, Suite 2100, Milwaukee, Wisconsin 53202 and Michael R. Miller is the registered agent of the Surviving Corporation at such address.

4.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at N361 Tamarack Drive, Appleton, Wisconsin 54915 and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the internal laws of the State of Wisconsin.

4.7 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Boards of Directors and stockholders of Enterprises and Packaging, is hereby executed on behalf of each of such corporations and attested by their respective officers thereunto duly authorized.

JMAC ENTERPRISES, INC.

BY _____
Charles R. Miller, President

Attest:

Michael R. Miller, Secretary

JMAC PACKAGING, INC.

BY _____
Charles R. Miller, President

Attest:

Michael R. Miller, Secretary



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

JMAC PACKAGING, INC. a Florida corporation, P95000005322

INTO

JMAC ENTERPRISES, INC., a Wisconsin corporation not qualified in Florida.

File date: July 27, 1995, effective July 31, 1995

Corporate Specialist: Linda Stitt