



# Prentice Hall Legal & Financial Services

ATTN: *[Handwritten]* (904) 222 7495

1201 HAYS STREET SUITE 105  
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

*Florida Bank & Trust Co.*

**P95000017230**

- |   |  |
|---|--|
| <input type="checkbox"/> Amendment                  | <input type="checkbox"/> org   |
| <input type="checkbox"/> Annual Report              | <input type="checkbox"/> Name Reservation                            |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration                           |
| <input type="checkbox"/> Dissolution/Withdrawal     | <input type="checkbox"/> Non-Profit/Articles of Incorporation        |
| <input type="checkbox"/> Domestication              | <input type="checkbox"/> Other                                       |
| <input type="checkbox"/> Fictitious Business Name   | <input checked="" type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit           | <input type="checkbox"/> Reinstatement                               |
| <input type="checkbox"/> Foreign - Non-Profit       | <input type="checkbox"/> Resignation of R.A., Off/Dir                |
| <input type="checkbox"/> Limited Partnership        | <input type="checkbox"/> Trademark                                   |
| <input type="checkbox"/> Limited Liability          | <input type="checkbox"/> UCC/Filing 1                                |
| <input type="checkbox"/> Mtr. Veh.                  | <input type="checkbox"/> UCC/Filing 3                                |

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS                  |
| <input type="checkbox"/> Photocopy                 | <input type="checkbox"/> Good Standing        |
| <input type="checkbox"/> Corporate Print-Out       | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search   |   |

( ☒ ) Walk in      ( ) Call if Problem      ( ) Will Wait      ( ) Pick up \_\_\_\_\_  
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

'995

BRANCH ORDERING: *Alva* BY: *[Signature]*  
BRANCH RECEIVING: *Tal* BY: *[Signature]*  
REF/JOB # *582-65-02335*  
CLIENT MATTER # \_\_\_\_\_  
SAME DAY \_\_\_\_\_ 24 HR \_\_\_\_\_ ROUTINE \_\_\_\_\_  
VERBAL REQUESTED: YES OR NO  
DATE SENT *2/2/95* MAIL \_\_\_\_\_ FAX \_\_\_\_\_ FED EXP \_\_\_\_\_  
FILED *[initials]*  
SENT TO BRANCH \_\_\_\_\_ CLIENT \_\_\_\_\_  
SPECIAL INSTRUCTIONS \_\_\_\_\_

CHECK #	_____
ST./CTY/ FEES	<u><i>12.230</i></u>
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

ARTICLES OF INCORPORATION  
OF  
FLORIDA BULK & BAGGING, INC.

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is FLORIDA BULK & BAGGING, INC.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

- A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 10,000.00 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Tallahassee, County of Leon and State of Florida, and its address there shall be, at present, 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, and the initial registered agent of the Corporation at that address shall be Prentice Hall Legal & Financial Services. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 30 Skyline Drive, Lake Mary, Florida 32745.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one (1) director(s). The name and street address of the director(s) of this Corporation are:

E. Douglas Dowd  
11 Palmetto Parkway, Suite 204  
Hilton Head Island, South Carolina 29925

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

#### ARTICLE VII

##### Incorporator

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

Stanton P. Gibbens  
11 Palmetto Parkway, Suite 204  
Hilton Head Island, South Carolina 29925

#### ARTICLE VIII

##### Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE IX

##### Amendment


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

#### ARTICLE X

##### Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

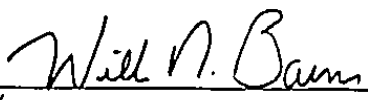
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 1 day of March, 1995.

  
\_\_\_\_\_  
Stanton P. Gibbens, Incorporator

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March, 1995, by Stanton P. Gibbens, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
( )

Print Name Below Signature  
Notary Public, State of Florida  
My Commission Expires April 26, 1997  
Comm. No. CC282886

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FLORIDA BULK & BAGGING, INC. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Prentice Hall Legal & Financial Services as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2 day of March, 1995.

PRENTICE HALL LEGAL & FINANCIAL  
SERVICES

By: Maureen L. Harner  
Const Secy, as  
representative of Registered Agent

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-0171  
904-222-0193 FAX

800-342-8086



networks

PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

P95000017230

ACCOUNT NO. : 072100000032

REFERENCE : 968112 5033124

AUTHORIZATION :

COST LIMIT : \$ *Nil*

ORDER DATE : May 28, 1996

ORDER TIME : 3:57 PM

ORDER NO. : 968112

CUSTOMER NO: 5033124

CUSTOMER: Mr. Randy H. Carmen  
Florida Bulk & Bagging, Inc.  
11 Palmetto Parkway  
Suite 204  
Hilton Head Isl, SC 29925

400001842464  
-05/29/96--01044--029  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DOMESTIC FILINGS

NAME: FLORIDA BULK & BAGGING, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

*5/29*  
*Vol. Diss.*

FILED  
96 MAY 29 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION  
OF FLORIDA BULK & BAGGING, INC.  
PURSUANT TO SECTION 607.1403  
OF THE  
FLORIDA STATUTES

FILED  
95 MAY 29 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FLORIDA BULK & BAGGING, INC., a Florida corporation (the "Corporation") does hereby file the following Articles of Dissolution for purposes of dissolving the Corporation, pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act (the "Act"):

1. The name of the Corporation is FLORIDA BULK & BAGGING, INC.
2. Dissolution was authorized on April 30, 1996.
3. Dissolution of the Corporation was approved by the holders of the shares of Common Stock of the Corporation, being the sole shares entitled to vote thereon, in accordance with the provisions of the Act, on April 30, 1996, and the number of votes cast for the dissolution of the Corporation was sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Dissolution on the 30th day of April, 1996.

FLORIDA BULK & BAGGING, INC.

By: 

As Its: E. Douglas Dowd  
President



WRITTEN CONSENT OF THE SHAREHOLDERS OF  
FLORIDA BULK & BAGGING, INC.

APRIL <sup>30</sup>, 1996

WHEREAS, the Shareholders of FLORIDA BULK & BAGGING, INC., a Florida corporation (the "Corporation") have determined to approve the dissolution of the Corporation, pursuant to the recommendation of this Corporation's Board of Directors in its resolution dated April <sup>30</sup>, 1996.

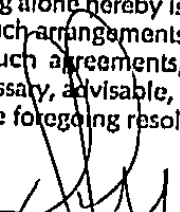
NOW, THEREFORE, BE IT RESOLVED, that the Shareholders hereby authorize, adopt and approve that the Corporation be dissolved in accordance with Section 607.1402 of the Florida Business Corporation Act; and

BE IT FURTHER RESOLVED, that the President and the other proper officers of the Corporation be, and they hereby are, authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver and file Articles of Dissolution related to the dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the President and the other proper officers of the Corporation be, and they hereby are, authorized, empowered, and directed, in the name and on behalf of the Corporation, to comply with such other procedures of Florida law as are required for dissolution of the Corporation and, in connection therewith, to execute and deliver any and all applications, notices, certificates, requests for approval or consents and any and all other undertakings which may be required or deemed advisable in order to effect the dissolution of the Corporation, and the transactions contemplated thereby; and

BE IT FURTHER RESOLVED, that each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolutions shall be deemed to be, and the same hereby is, adopted and approved as if fully rewritten herein, provided that a copy of such resolution is attached hereto; and

BE IT FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to make all such arrangements, to do and perform all such acts and things, and to make, execute, and deliver all such agreements, certificates and such other instruments and documents as they may deem necessary, advisable, or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolutions and the transactions contemplated hereby.

  
E. Douglas Dowd, Sole Shareholder

FLORIDA BULK & BAGGING, INC.  
RESOLUTIONS OF THE BOARD OF DIRECTORS  
APRIL 3<sup>0</sup>, 1996

WHEREAS, the Board of Directors of FLORIDA BULK & BAGGING, INC., a Florida corporation (the "Corporation") has determined to approve the dissolution of the Corporation,

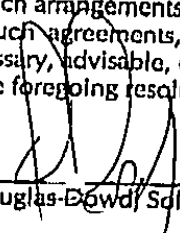
NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes, adopts and approves that the Corporation be dissolved in accordance with Section 607.1402 of the Florida Business Corporation Act, and that such dissolution be recommended to the shareholders of the Corporation for approval at a meeting of the shareholders of the Corporation or through written consent resolution adopted by the shareholders of the Corporation in lieu of a meeting; and

BE IT FURTHER RESOLVED, that upon approval of the dissolution of the Corporation by the shareholders of the Corporation, the President and the other proper officers of the Corporation be, and they hereby are, authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver and file Articles of Dissolution related to the dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the President and the other proper officers of the Corporation be, and they hereby are, authorized, empowered, and directed, in the name and on behalf of the Corporation, to comply with such other procedures of Florida law as are required for dissolution of the Corporation and, in connection therewith, to execute and deliver any and all applications, notices, certificates, requests for approval or consents and any and all other undertakings which may be required or deemed advisable in order to effect the dissolution of the Corporation, and the transactions contemplated thereby; and

BE IT FURTHER RESOLVED, that each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolutions shall be deemed to be, and the same hereby is, adopted and approved as if fully rewritten herein, provided that a copy of such resolution is attached hereto; and

BE IT FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to make all such arrangements, to do and perform all such acts and things, and to make, execute, and deliver all such agreements, certificates and such other instruments and documents as they may deem necessary, advisable, or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolutions and the transactions contemplated hereby.

  
\_\_\_\_\_  
E. Douglas Dowd, Sole Director