

30 LAW OFFICE 001
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6/02/95

FLORIDA DIVISION OF CORPORATIONS
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((H95000006216))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: REX E. RUSSO, P.A.
DEPARTMENT OF STATE 370 MINORCA AVE
STATE OF FLORIDA SUITE 2
409 EAST GAINES STREET CORAL GABLES FL 33134- 012700
TALLAHASSEE, FL 32399 CONTACT: REX E RUSSO
FAX: (904) 922-4000 PHONE: (305) 442-7393
FAX: (305) 445-4751
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SKYPAK, INC.
FAX AUDIT NUMBER: H95000006216
DATE REQUESTED: 06/02/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:58:38
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METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076675001730

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((H95000006216)))

EFFECTIVE DATE
6-2-95

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95 JUN -6 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

80:81

06/02/95 16:31 LAW OFFICE

FILED

95 JUN -6 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SKYPAK, INC.

NO. 778 203
Prepared By: Rex E. Russo, P.A.
370 Minorca Avenue, #2
Coral Gables, FL 33134
(305) 442-7393

EFFECTIVE DATE

6-2-95

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name: The name of the corporation is: Skypak, Inc.

Article 2. Duration: The duration of the Corporation is perpetual.

Article 3. Purpose: To engage in lawful business of any kind permissible in the State of Florida.

Article 4. Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Principal Office or Mailing Address: The principal office (mailing address) of the corporation shall initially be at: 8377 N.W. 68th Street
Miami, FL 33166

Article 6. Initial Registered Office and Agent: The street address of the initial Registered Office of the Corporation is 370 Minorca Avenue, #2, Coral Gables, FL 33134, and the name of its initial Registered Agent at that address is Rex E. Russo.

Article 7. Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Carlos A. Rice
8377 N.W. 68th Street
Miami, FL 33166

Nestor Paz
8377 N.W. 68th Street
Miami, FL 33166

Article 8. Incorporators: The name and address of each Incorporator is as follows: Carlos A. Rice.

Article 9. Amendment: The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification: The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Commencement of Corporate Existence: In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 2nd day of June, 1995.


Carlos A. Rice

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of June, 1995, by Carlos A. Rice. He is personally known to me and took an oath.

NOTARY PUBLIC

Sign Tania Ledesma

Print Tania Ledesma
State of Florida at Large (Seal)



TANIA LEDESMA
MY COMMISSION # 00418318 EXPIRES
November 2, 1998
BONDED THRU TROY FIRM INSURANCE, INC.

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Skypak, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 2nd day of June, 1995.


REX E. RUSSO
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN -6 PM 12:43

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06/16/95

15:18

LAW OFFICE

NO. B27

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6/16/95

FLORIDA DIVISION OF CORPORATIONS

11:36 AM

PUBLIC ACCESS SYSTEM

((H95000006746))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: REX E. RUSSO, P.A.

DEPARTMENT OF STATE

370 MINORCA AVE

STATE OF FLORIDA

SUITE 2

409 EAST GAINES STREET

CORAL GABLES FL 33134-

000

TALLAHASSEE, FL 32399

CONTACT: REX E RUSSO

FAX: (904) 922-4000

PHONE: (305) 442-7393

FAX: (305) 445-4751

((H95000006746))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: SKYPAK, INC.

FAX AUDIT NUMBER: H95000006746

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/16/1995

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*Corporation
Funder*

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06/16/95

15:18

LAW OFFICE

FILED

95 JUN 16 PM 5:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SKYPAK, INC.

NO. B27 1202
Audit #H95000006746
Prepared By: Rex E. Russo
370 Minorca Avenue
Suite 2
Coral Gables, FL 33134
(305) 442-7393

We, the undersigned, being the President and Secretary of Skypak, Inc., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 15th day of June, 1995:

AMENDMENT

Article 1 is amended to read as follows:

Article 1. Name: The name of the corporation is: Worldpak, Inc.

In all other respects, the Article of Incorporation shall remain as they were prior to the Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 15th day of June, 1995.

By: [Signature]
Carlos Rice, President

Attest: [Signature]
Nestor Paz, Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME personally appeared Carlos Rice, President and Nestor Paz, Secretary, to me well known and known to me to be the persons described in and who executed the foregoing ARTICLES OF AMENDMENT as President and Secretary of Skypak, Inc., and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed. They are personally known to me or if not personally known produced personally known (type of identification presented - giving detail) as an identification and took an oath.

NOTARY PUBLIC

Sign [Signature]

Print REX E. RUSSO
State of Florida at Large (Seal)

My Commission Expires:



REX E. RUSSO
MY COMMISSION # 00408675 EXPIRES
September 26, 1995
BONDED THRU TROY FARM INSURANCE, INC.

Audit #H95000006746

06/16/95

15:19

LAW OFFICE

NO. B27 D83

Audit #H95000006746

Prepared By: Rex E. Russo
370 Minorca Avenue
Suite 2
Coral Gables, FL 33134
(305) 442-7393

MINUTES OF A SPECIAL MEETING
OF SHAREHOLDERS AND DIRECTORS OF
SKYPAK, INC.

Held on June 15, 1995
at 2:00PM
at the Office of the Corporation

We, the undersigned being all the shareholders and directors of Skypak, Inc. held a Special Meeting of the Shareholders and Directors of the Corporation on the above date at the above time and place. We hereby waive all notice of this meeting and consent to the following action:

CHANGE OF NAME. We discussed the advisability of amending the Articles of Incorporation and the Bylaws to change the name of the Corporation. Upon motion duly made and carried, we the Shareholders and Directors resolved that the Articles of Incorporation and the Bylaws shall be amended to change the name of the Corporation to:

WORLDPAK, INC.

and, the Officers were authorized and directed to file Articles of Amendment with the Florida Department of State.

There being no further business to come before the Shareholders and Directors, the meeting was adjourned upon motion duly made and carried.



Carlos Rice
Chairman of Special Meeting



Nestor Paz
Secretary of Special Meeting

Audit #H95000006746