

P95000059086



HUGHES SILVERS & GLASSMAN
CERTIFIED PUBLIC ACCOUNTANTS, P.A.

July 25, 1995

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

000001548790
-07/28/95--01059--017
****122.50 ****122.50

Re: American Box Company

Sir/Madam:

EFFECTIVE DATE

July 25, 1995

Enclosed please find an original and duplicate Articles of Incorporation in regard to the above captioned corporation. Please issue said Articles, certify one copy and return to the undersigned.

We are enclosing our check payable to your office in the amount of \$122.50 as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	<u>\$ 122.50</u>

Thanking you for your courtesy and cooperation in this matter, I am,

Sincerely,

HUGHES SILVERS & GLASSMAN

Robert H. Silvers
Robert Henry Silvers
Certified Public Accountant

RHS/ssb

Enclosures

FILED
95 JUL 28 AM 9:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4/10/95

ARTICLES OF INCORPORATION
OF
AMERICAN BOX COMPANY

EFFECTIVE DATE
July 25, 1995

95 JUL 26 PM 9:19

The undersigned, Robert Henry Silvers, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME

The name of this Corporation shall be:

AMERICAN BOX COMPANY

II

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description

to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III

SHARES

The authorized capital stock of this Corporation shall consist of 300 shares of common stock, \$1.00 par value.

IV

EFFECTIVE DATE AND DURATION

This Corporation shall commence its existence on July 25, 1995 and shall exist perpetually thereafter unless sooner dissolved according to law.

V

PRINCIPAL OFFICE AND MAILING ADDRESS AND REGISTERED AGENT

The street address and mailing address of the Corporation's initial principal office is: c/o Hughes Silvers & Glassman, Certified Public Accountants, P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154. The initial registered agent for the Corporation is Robert Henry Silvers, located c/o Hughes Silvers & Glassman, Certified Public Accountants, P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154. The registered office of this Corporation is: c/o Hughes Silvers & Glassman, Certified Public Accountants, P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154.

VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD

The following shall constitute the first Board of Directors of the Corporation:

Peter Baron

c/o Hughes Silvers & Glassman
1140 Kane Concourse Fifth Floor
Bay Harbor Islands, FL 33154

James Baron

c/o Hughes Silvers & Glassman
1140 Kane Concourse Fifth Floor
Bay Harbor Islands, FL 33154

William J. Pempek

c/o Hughes Silvers & Glassman
1140 Kane Concourse Fifth Floor
Bay Harbor Islands, FL 33154

VIII

INCORPORATOR

The name and address of the initial incorporator of the Corporation is as follows:

Robert Henry Silvers

c/o Hughes Silvers & Glassman
1140 Kane Concourse Fifth Floor
Bay Harbor Islands, FL 33154

IX

GENERAL PROVISIONS

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital Stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Bay Harbor Islands, Florida, this 25 day of July, 1995.

[Signature]
Incorporator

Having been named Registered Agent, I certify that I am familiar with and accept the duties and responsibilities of that position.

[Signature]
Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 25 day of July, 1995.

Susan S. Block
NOTARY PUBLIC, State of Florida
My Commission Expires:



SUSAN S. BLOCK
COMMISSION # CC 356420
EXPIRES MAR 27, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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HUGHES SILVERS & GLASSMAN

CERTIFIED PUBLIC ACCOUNTANTS, P.A.

August 29, 1995

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

CERTIFIED MAIL
Z 273 860 630
RETURN RECEIPT REQUESTED

Re. AMERICAN BOX COMPANY
FEI Number 65-0601376
Document # P95000059086

Sir/Madam:

U.S. MAIL PERMIT NO. 100
TALLAHASSEE, FLORIDA 32301
FIRST CLASS

This letter accompanies:

1. ARTICLES OF AMENDMENT for the above noted corporation which changes the name of the corporation to American Box Corporation.
2. A check in the amount of \$87.50 which represents \$35.00 Amendment Fee plus \$52.50 for a Certified Copy to be forwarded to the undersigned.

If any additional information is needed by your office, feel free to call me collect at (305) 864-7531 at any time.

Please acknowledge receipt of this letter by signing the copy which is enclosed and returning it to us in the postage-paid envelope provided.

Sincerely,

HUGHES SILVERS & GLASSMAN
CERTIFIED PUBLIC ACCOUNTANTS, P.A.

Robert Henry Silvers
Certified Public Accountant

RHS/ssb

Enclosures

FILED
1995 SEP -6 AM 11:32
TALLAHASSEE, FLORIDA

Adm. Serv. 115 9-8-95

ARTICLES OF AMENDMENT
OF
AMERICAN BOX COMPANY

FILED
1995 SEP -6 AM 11:32
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is AMERICAN BOX COMPANY.
2. By vote of the shareholders of the corporation at a special meeting called for and held on the 21 day of August, 1995, with all shareholders present comprising 100% of the outstanding shares of the corporation, the Articles of Incorporation were amended to change the name of the corporation and the corporation would be known as AMERICAN BOX CORPORATION.
3. The amendment described herein has been unanimously adopted by the shareholders of the corporation by vote of the shareholders at a special meeting called on the 21 day of August, 1995.
4. These Articles of Amendment shall be effective upon the filing with the Secretary of State with the State of Florida.

AMERICAN BOX COMPANY
n/k/a AMERICAN BOX CORPORATION

By: *Peter Baron*
PETER BARON, Treasurer

Date: 8/24/95

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME the undersigned authority personally appeared PETER BARON, known to me the person described herein who executed the foregoing Articles of Amendment as treasurer of the corporation and who acknowledged before me that he executed these Articles of Amendment.

WITNESS my hand and official seal at Miami, Dade County, Florida this 21 day of August, 1995.

Susan S. Block
NOTARY PUBLIC, State of Florida

My Commission Expires:



SUSAN S. BLOCK
COMMISSION # CC 356420
EXPIRES MAR 27, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.