

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

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RECEIVED
6 JAN -4 AM 12 1996
DIVISION OF CORPORATIONS

ACCOUNT NO. 072100000032

REFERENCE : 791502 4301025

AUTHORIZATION : *Patricia Pizitz*

COST LIMIT : \$ 70.00

ORDER DATE : January 3, 1996

ORDER TIME : 11:26 AM

ORDER NO. : 791502

800001678698

CUSTOMER NO: 4301025

CUSTOMER: Ms. Eda Green Krantz
HARTMAN & CRAVEN, LLP

460 Park Av.

New York, NY 10022

DOMESTIC FILING

NAME: ELPAC, INC.

FILED
96 JAN -4 AM 11: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

EXAMINER'S INITIALS: T. BROWN JAN - 5 1996

ARTICLES OF INCORPORATION
OF
ELPAC, INC.

FILED
96 JAN -4 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is ElPac, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 13100 56th Court North, Suite 710, Clearwater, Florida 34620.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 13100 56th Court North, Suite 710, Clearwater, Florida 34620.

The name of the initial registered agent of the corporation at the said registered office is A. Leslie Unger.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

NAME

ADDRESS

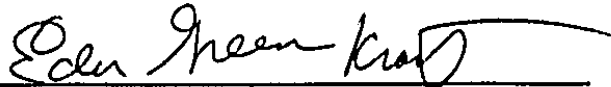
Eda Green Krantz

460 Park Avenue
11th Floor
New York, NY 10022

SIXTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

December 8th, 1995



Eda Green Krantz, Sole Incorporator

STATEMENT OF REGISTERED AGENT

FOR

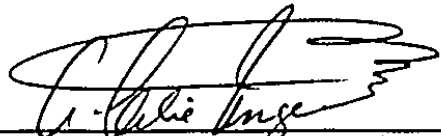
ELPAC, INC.

(Florida Business Corporation Act § 607.0501(3))

FILED
96 JAN -4 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent of Elpac, Inc., a corporation for profit being organized pursuant to the provisions of the Florida Business Corporation Act, and named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation of Elpac, Inc., 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.

Dated: 1-2-96



R. Leslie Unger

P 9600000 1337

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

ELPAC OF NEVADA, INC., a Nevada corporation, not qualified in Florida

INTO

ELPAC, INC., a Florida corporation, P96000001337.

File date: November 25, 1996

Corporate Specialist: Karen Gibson

Account number: 07210000032

Account charged: 70.00

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000001337



PREFERENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 165028 4301025

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : November 22, 1996

ORDER TIME : 9:17 AM

900002013079--6

ORDER NO. : 165028-005

CUSTOMER NO: 4301025

CUSTOMER: Mr. Neal T. Dorman
Hartman & Craven Lip
460 Park Avenue

New York, NY 10022

ARTICLES OF MERGER

ELPAC OF NEVADA, INC.

INTO

ELPAC, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: _____

FILED
96 NOV 25 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mesaes
RECEIVED
96 NOV 25 AM 9:54
DIVISION OF CORPORATION

**ARTICLES OF MERGER
OF
ELPAC OF NEVADA, INC.
AND
ELPAC, INC.**

FILED
9:10:25 PM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging ElPac of Nevada, Inc. with and into ElPac, Inc.

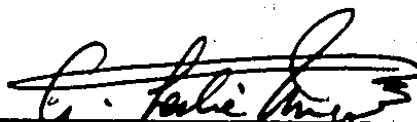
2. The merger of ElPac of Nevada, Inc. with and into ElPac, Inc. is permitted by the laws of the jurisdiction of organization of ElPac of Nevada, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the sole shareholder of ElPac of Nevada, Inc. was March 21, 1996.

3. The sole shareholder of ElPac, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on March 21, 1996 in accordance

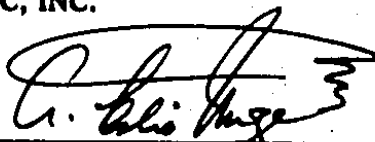
with the provisions of Section 607.394 of the Florida Business Corporation Act.

Executed on March 22, 1996.

ELPAC OF NEVADA, INC.

By: 
A. Leslie Unger, President

ELPAC, INC.

By: 
A. Leslie Unger, President

PLAN OF MERGER adopted for EIPac of Nevada, Inc., a business corporation organized under the laws of the State of Nevada, by resolution of its Board of Directors on March 21, 1996, and adopted for EIPac, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on March 21, 1996. The names of the corporations planning to merge are EIPac of Nevada, Inc., a business corporation organized under the laws of the State of Nevada, and EIPac, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which EIPac of Nevada, Inc. plans to merge is EIPac, Inc.

1. The address of EIPac of Nevada, Inc. is 1400 Kleppe Lane, Sparks, Nevada 89431, its place of organization is the State of Nevada, and its governing law is the General Corporation Law of the State of Nevada. The address of EIPac, Inc. is 13100 56th Court North, Suite 710, Clearwater, Florida 34620, its place of organization is the State of Florida, and its governing law is the Florida Business Corporation Act.

2. EIPac of Nevada, Inc. and EIPac, Inc., shall, pursuant to the provisions of the General Corporation Law of the State of Nevada and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, EIPac, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of EIPac of Nevada, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the General Corporation Law of the State of Nevada.

3. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

5. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

7. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the General Corporation Law of the State of Nevada and by the Florida Business Corporation Act, and the Plan of Merger herein made and approved shall be submitted to the sole stockholder of the non-surviving corporation for its approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Nevada and to the sole shareholder of the surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

8. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the General Corporation Law of the State of Nevada, and in the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Nevada and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.