CAPITAL CONNECTION, INC. 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222 NAME FIRM ADDRESS CAPITAL CONNECTION, INC. RE: RE: RE: RE: Capital Express ** Art. of Ino. File Corp. Record Soarch Ltd. Patinership File Foreign Corp. File

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11-2529-7 PONDER'S INC., THOMASVILLE, CA.

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL....

PREPAID.....

BALANCE DUE....

FEE...... \$_____

DISBURSED......\$

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

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<u>of</u>

R & E PAPER, INC.

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

Article 1. Name. The name of the Corporation is: R & E PAPER, INC. The address of the corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

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

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). 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 names and addresses of the initial Directors of the Corporation are as follows:

Elisete Averbach Reboucas c/o Hendry, Stoner, Sawicki & Brown, P.A. 200 East Robinson Street Suite 500 Orlando, Florida 32801 Article 7. Incorporators. The name and address of the Incorporator is as follows: G. Steven Brown, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 4th day of January, 1996.

G. Steven Brown

STATE OF FLORIDA) COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 4th day of January, 1996 by G. Steven Brown who is personally known to me and who did take an oath.

Josephine A. Dettmore

Notary Public, State of Florida at Large

JOSEPHINE A. DETTMORE
Notary Public. State of Florida
fely Comm. Expires Nov. 8, 1998
Comm. No. 00419730

ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE ON SIGNED OF COMPORATIONS

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The undersigned hereby accepts the appointment as Registered Agent of R & E PAPER, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 4th day of January, 1996.

FLORIDA CORPORATE SUPPORT, INC.

G. Steven Brown

Assistant Secretary