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LAW OFFICE
OF
KATHRYN M. O'BRIEN, P. A.
ATTORNEY AND COUNSELOR AT LAW

31 - 57TH STREET NORTH
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ST PETERSBURG, FLORIDA 33710

TELEPHONE
(813) 345-6647

February 24, 1996

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FEB 28 1996

Re: SUNCOAST PACKAGING SYSTEMS, INC.

Dear Sir:

800001727968
-02/29/96--01049--019
***122.50 ***122.50

Enclosed, please find the original plus one copy of the Articles of Incorporation in the above-titled business entity for filing along with our check in the amount of \$122.50 for the costs of filing the Articles and the designation of Registered Agent as well as issuing the certified copy. Once the Articles have been stamped in, please return the certified copy to this office.

Your prompt attention to this matter is greatly appreciated.

Sincerely,


Kathryn M. O'Brien, Esquire

KOB:ilm

Enclosure

g. 3/4/96

**ARTICLES OF INCORPORATION OF
SUNCOAST PACKAGING SYSTEMS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 29 AM 10:54

A Florida Corporation

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: SUNCOAST PACKAGING SYSTEMS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: any and all activity or business permitted under the laws of the United States and the State of Florida, including the sales and distribution of packaging machines and supplies.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300,000 shares of common stock with a par value of \$0.01.

ARTICLE IV

The corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of this corporation in the State

of Florida is: 2700 - 67th Avenue South, St. Petersburg, FL 33712.

ARTICLE VI

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stock holders.

ARTICLE VII

The names and post office address of the first Board of Directors is:

Steve Rambeaux
2700 - 67th Avenue South
St. Petersburg, FL 33712

and

Jeff Van Hoose
8527 - 10th Avenue N.W.
Brandenton, FL 34209

ARTICLE VIII

The street address of the initial registered office of the corporation shall be 2700 - 67th Avenue South, St. Petersburg, FL 33712, and the name of the initial registered agent of the corporation is STEVE RAMBEAUX.

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

The corporation shall indemnify any Officer or Director or any former officer or

director, to the full extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

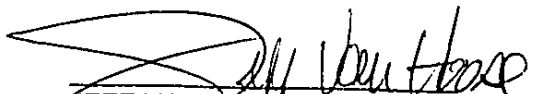
The name and address of the Incorporators signing these articles are:

Steve Rambeaux
2700 - 67th Avenue South
St. Petersburg, FL 33712

Jeff Van Hoose
8527 - 10th Avenue N.W.
Bradenton, FL 34209

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 24th day of February, 1996.


STEVE RAMBEAUX



JEFF VAN HOOSE

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State

and County set forth above, personally appeared STEVE RAMBEAUX, who produced as identification Fl. Drivers License R512 795 44 381 and JEFF VAN HOOSE, who produced as identification Fl. Drivers License # V520 432 62 1400 and known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 24th day of February, 1996.


KATHRYN M. O'BRIEN, Notary Public
My Commission Expires:
Commission No.: CC476180



KATHRYN M. O'BRIEN
COMMISSION # CC 476180
EXPIRES JUN 25, 1996
BONDED THRU
ATLANTIC BONDING CO., INC.

REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48, Florida Statutes , the following is submitted in compliance with said Act:

SUNCOAST PACKAGING SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, at the city of St. Petersburg, County of Pinellas, State of Florida, has named STEVE RAMBEAUX, located at 2700 - 67th Avenue South, St. Petersburg, FL 33712, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.


STEVE RAMBEAUX

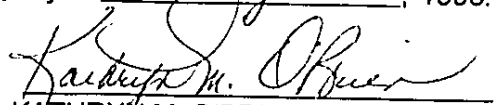
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared STEVE RAMBEAUX, known to me personally and know to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS MY hand and seal this 24th day of February, 1996.



KATHRYN M. O'BRIEN
COMMISSION # CC 476180
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


KATHRYN M. O'BRIEN, Notary Public
Commission No.: CC109938
My Commission Expires: CC476180