

Mar. 28 1996 11:22AM TRIPP SCOTT CONKLIN

No. 5252 P. 1/4

3/28/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: TRIPP SCOTT CONKLIN

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STATE OF FLORIDA

409 EAST GAINES STREET

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAFE MEDIA, INC.

FAX AUDIT NUMBER: H96000004472

DATE REQUESTED: 03/28/1996

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAFE MEDIA, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

Cafe Media, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

205 S. Hibiscus Drive
Miami, Florida 33139

Prepared by: William J. Gross, Esq.
Bar No. 0398678
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)525-7500

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Jay Ruckenstein
205 S. Hibiscus Drive
Miami, Florida 33139

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Jay Ruckenstein
205 S. Hibiscus Drive
Miami, Florida 33139

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two initial Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Jay Ruckenstein	205 S. Hibiscus Drive Miami, Florida 33139
Ian Ruckenstein	205 S. Hibiscus Drive Miami, Florida 33139

Prepared by: William J. Gross, Esq.
Bar No. 0890678
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)525-7500

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and registered agent have executed these Articles of Incorporation this 27 day of March, 1996.


Jay Ruckenstein
Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Jay Ruckenstein
Registered Agent

Prepared by: William J. Gross, Esq.
Bar No. 0898678
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)525-7500

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Aug 19 1996

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TRIPP, SCOTT, CONKLIN & SMITH

No. 2273

P. 1/2

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 TO: DIVISION OF CORPORATIONS FROM: TRIPP, SCOTT, CONKLIN & SMITH
 DEPARTMENT OF STATE P.O. BOX 14245
 STATE OF FLORIDA
 409 EAST GAINES STREET FT. LAUDERDALE FL 33302-00000
 TALLAHASSEE, FL 32399 CONTACT: PATTY SCHLINDWEIN
 FAX: (804) 922-4000 PHONE: (305) 525-7500
 FAX: (954) 761-8475

(((H96000011507))) DOCUMENT TYPE: BASIC AMENDMENT
 NAME: CAFE MEDIA, INC.
 FAX AUDIT NUMBER: H96000011507 CURRENT STATUS: REQUESTED
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*Carag, Inc. ✓
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 96 AUG 19 PM 2:02
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25:42 PM 08/19/96
 08/19/96

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CAFE MEDIA, INC.**

The following provision of the Articles of Incorporation of Cafe Media, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on March 28, 1996, Charter Number P96000027423 be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

The name of the Corporation is:

Canpack Distribution, Inc.

The foregoing amendment was adopted by all of the Directors and all of the shareholders of this Corporation by written consent in lieu of a meeting on the 14th day of August, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of August 14, 1996.



Ian Ruckenstein, President

Prepared by: William J. Gross, Esq.
Bar No. 0898878
Tripp, Scott, Conklin & Smith
P.O. Box 14246
Ft. Lauderdale, FL 33302
(305)525-7500

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