P96000028959

LAW OFFICES OF
JAMES H. RICHEY, P.A.
A PROFESSIONAL ASSOCIATION
200 SOUTH HARBOR CITY BOULEVARD
SUITE 201
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 728-9551
TELECOPIER (407) 728-9892

March 21, 1996

800001771978
-04/08/96--01032--003
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

conflict
B94000000381

RE: Pase International, Inc.
Pronounced with PACF
Packaging and Specialty Equipment

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation to be filed for the above referenced corporation.

Also enclosed is a check in the amount of $122.50 for the following fees incurred with same:

Filing Fee	$ 35.00
Certified Copy	$ 52.50
Designated Registered Agent . . .	$ 35.00
Total . . .	**$122.50**

Please return a certified copy of the Articles of Incorporation to 200 S. Harbor City Blvd., Suite 201, Melbourne, Florida 32901.

If you have any questions regarding the above, please do not hesitate to contact me. I thank you for your attention to this matter.

Sincerely,

James H. Richey, Esquire

JHR/jm
Enclosure

96 APR -3 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

855,671
W96-6784

B. REGISTER APR 3 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1996

JAMES H RICHEY, ESQUIRE
200 S HARBOR CITY BLVD
SUITE 201
MELBOURNE, FL 32901

SUBJECT: PACKAGING AND SPECIALTY EQUIPMENT, INC.
Ref. Number: W96000006784

Upon receipt of your letter and/or check(s) totaling $122.50, no document was found. Please send your document with any fees due to:

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

Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 696A00014369

LAW OFFICES OF

JAMES H. RICHEY, P.A.

A PROFESSIONAL ASSOCIATION

200 SOUTH HARBOR CITY BOULEVARD
SUITE 201
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 728-9551
TELECOPIER (407) 728-9892

March 28, 1996

Corporate Records Bureau
Division of Incorporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

ATTENTION: Beth Register

RE: Packaging and Specialty Equipment International, Inc.

Dear Ms. Register:

Pursuant to my secretary's conversation with your earlier today, enclosed please find the Articles of Incorporation in regard to the above referenced corporation. The name of the corporation was originally Pase International, Inc. but because that name was unavailable, the clients have chosen a new name as referenced above. This will further confirm that I have previously forwarded a check to you in the amount of $122.50 to cover costs for same.

Would you kindly file the Articles of Incorporation and return a conformed copy to my office in the enclosed envelope. Should you have any questions concerning the above, please do not hesitate to contact me.

Sincerely,

James H. Richey, Esquire

JHR/jm
Enclosure

ARTICLES OF INCORPORATION
OF
PACKAGING AND SPECIALTY EQUIPMENT, INC.

FILED
96 APR -3 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Packaging and Specialty Equipment, Inc. and is located at 2476 Coral Ridge Circle, Melbourne, Florida 32935.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of $1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 S. Harbor City Blvd., Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is James H. Richey, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. 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 name and address of the initial director of this corporation is:

NAME	ADDRESS
Julianna Domingue Rondon-Molina	2476 Coral Ridge Circle Melbourne, FL 32935

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Julianna Domingue Rondon-Molina	2476 Coral Ridge Circle Melbourne, FL 32935

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of March 1996.

Julianna D Rondon Molina
Julianna Domingue Rondon-Molina

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21 day of March, 1996, by Julianna Domingue Rondon-Molina, who is personally known to me or who produced the following identification FL Drivers License and who did take an oath.

NOTARY PUBLIC:

Sign: Jodi A. McAllister
Print: JODI A. MCALLISTER
State of Florida (SEAL)
My Commission Expires

NOTARY PUBLIC STATE OF FLORIDA
JODI A MCALLISTER
My Commission CC431362
Expires Jan. 03, 1999
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Packaging and Specialty Equipment, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named James H. Richey, Esquire, located at 200 S. Harbor City Blvd., Melbourne, Florida 32901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

James H. Richey, Esquire

FILED
96 APR -3 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000028959

LAW OFFICES OF
JAMES H. RICHEY, P.A.
A PROFESSIONAL ASSOCIATION
200 SOUTH HARBOR CITY BOULEVARD
SUITE 201
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 728-9552
TELECOPIER (407) 728-9892

April 15, 1996

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

100001787401
-04/19/96--01063--018
*****35.00 *****35.00

RE: Packaging & Specialty Equipment, Inc. name and address change
Document Number: P96000028959

To Whomever's Attention this is directed:

Enclosed herewith please find an Amendment to the Articles of Incorporation of Packaging & Specialty Equipment, Inc.

This document reflects a change in the name of the corporation to **Packaging & Specialty Equipment International, Inc.**

I have enclosed our firm check in the amount of $35.00 to cover costs for same.

Thank you for your attention to this matter. If there are any questions concerning the filing of same, please contact the undersigned.

Sincerely,

James H. Richey, Esquire

JHR/jm
Enclosure

FILED
96 APR 19 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/26
NC

FILED
96 APR 19 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

PACKAGING & SPECIALTY EQUIPMENT, INC.

Pursuant to the provisions of Chapter 607, Florida Statues, and its Articles of Incorporation, the undersigned corporation adopts the following Amendment to its Articles of Incorporation, as originally filed with the Secretary of State of the State of Florida on April 3, 1996.

I. The name of the Corporation is Packaging & Specialty Equipment, Inc.

II. The following amendment to the Articles of Incorporation was adopted by the corporation:

A. Article I is hereby amended by altering it in its entirety so as to read:

ARTICLE I - NAME

The name of this corporation shall be **Packaging & Specialty Equipment International, Inc.** and the address is 2476 Coral Ridge Circle, Melbourne, Florida 32935.

III. The amendment to the Articles of Incorporation was adopted pursuant to written consent in lieu of a Meeting of all the Board of Directors and Shareholders duly considered and executed.

IV. The above Amendment was adopted by all of the Shareholders and Board of Directors on the 15th day of April, 1996.

By: Julianna Domingue Rondon-Molina
Name: Julianna Domingue Rondon-Molina
Title: President