

1201 BAY STREET
TALLAHASSEE, FL 32301
904 222 9070
904 222 0191 FAX

800-342-8086



P96000035359

ACCOUNT NO. : 072100000032

REFERENCE : 926704 790110

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 22, 1996

ORDER TIME : 12:58 PM

ORDER NO. : 926704

CUSTOMER NO: 790110

CUSTOMER: Don Zimmerman, Esq
DON F. ZIMMERMAN, ESQ

Suite A
2123 Northeast Coachman Road
Clearwater, FL 34625-2616

6000001789466
-04/22/96--01094--004
****122.50 ****122.50

DOMESTIC FILING

NAME: BAY CITY PALLET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

4/24/96
[Signature]

RECEIVED
96 APR 22 PM 2 10
COMMERCIAL REGISTRAR

LITTLE, EVANS & ZIMMERMAN, P.A.

ATTORNEYS AT LAW

Thomas C. Little
H. Michael Evans
Don F. Zimmerman

April 16, 1996

2123 N.E. Coachman Road
Suite A
P.O. Box 5370
Clearwater, Florida 34625
(813) 443-5773
FAX: (813) 441-2394

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: BAY CITY PALLET, INC.

Gentlemen:

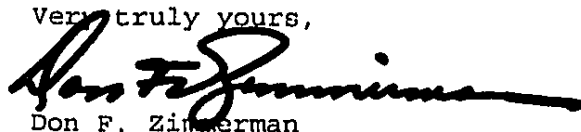
Enclosed are two original Articles of Incorporation for the above-named corporation, along with two original Certificates Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served, for this corporation.

Also, enclosed is our check in the amount of \$122.50, representing the following fees with respect to this corporation:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

Very truly yours,


Don F. Zimmerman

DFZ:li
Enclosures
cc: Mr. Alexander C. Kaplan

ARTICLES OF INCORPORATION
OF
BAY CITY PALLET, INC.

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE 1: NAME:

The name of this Corporation is: BAY CITY PALLET, INC.

ARTICLE 2: DURATION:

The term of existence of the Corporation is perpetual.

ARTICLE 3: PURPOSE:

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

ARTICLE 4: CAPITAL STOCK:

This Corporation is authorized to issue One Thousand (1000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT:

A. Principal Place of Business: The principal place of business and/or mailing address of this Corporation is 6122 Jensen Road, Tampa, Florida 33619 and its registered office address is 2123 N.E. Coachman Road, Clearwater, Florida 34625.

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is DON F. ZIMMERMAN.

ARTICLE 6: INCORPORATOR:

The name and post office address of the sole incorporator is:

ALEXANDER C. KAPLAN

4810 Blue Jay Circle
Palm Harbor, FL 34683

ARTICLE 7: INITIAL BOARD OF DIRECTORS:

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
ALEXANDER C. KAPLAN	4810 Blue Jay Circle Palm Harbor, FL 34683
RITA KAPLAN	4810 Blue Jay Circle Palm Harbor, FL 34683

ARTICLE 8: INDEMNIFICATION:

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

ARTICLE 9: 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of April, 1996.

BY: *Alexander C. Kaplan*
ALEXANDER C. KAPLAN
Incorporator

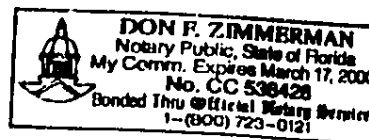
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 16 day of April, 1996, by ALEXANDER C. KAPLAN, as incorporator of BAY CITY PALLET, INC., a Florida corporation to be formed, who is personally known to me, or who has produced a valid Florida State Driver's License as identification.

Don F. Zimmerman
Signature

DON F. ZIMMERMAN
Print or Type Name of Notary
Notary Public-State of Florida
My Commission Expires:

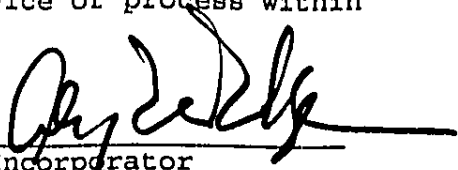
(SEAL)



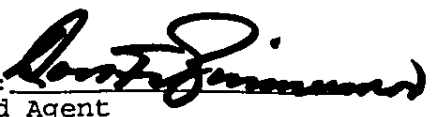
CERTIFICATE
Designating Place of Business or Domicile
for the
Service of Process Within Florida,
Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted with respect to this corporation's replacement Registered Agent:

That BAY CITY PALLET, INC., desiring to organize or qualify under the laws of the State of Florida, with its place of business at 6122 Jensen Road, City of Tampa, State of Florida, has named DON F. ZIMMERMAN, located at 2123 N. E. Coachman Road,, City of Clearwater, State of Florida, as its agent to accept service of process within Florida.

Signature 
Title: Incorporator
Date: April 16, 1996

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 
Registered Agent
Date: April 16, 1996

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me
this 16th day of April, 1996 by DON F. ZIMMERMAN, who is personally
known to me, or who has produced a Florida State Driver's License as
identification.



Janet M. Sullivan
Signature

JANET M. SULLIVAN
Print or Type Name of Notary
Notary Public-State of Florida
My Commission Expires: 2-1-98

(SEAL)