

P 9600057801



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100066038 CORPORATION

REFERENCE : 011366 158152A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 5, 1996

ORDER TIME : 2:57 PM

ORDER NO. : 011366

CUSTOMER NO: 158152A

CUSTOMER: Mr. Harold O. Miller
MR. HAROLD O. MILLER

Suite 250
400 South Tamiami Trail
Venice, FL 34285

300001865913
-05/08/96--30102-001
*****70.00 *****70.00

300001865913
-07/08/96--01025-013
*****70.00 *****70.00

DOMESTIC FILING

NAME: ALI-BABA'S, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

510-671
W96-14234

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 5 PM 12:21

af
7/10/96

Harold O. Miller *
George J. Strachnov,
of Counsel

Law Offices
HAROLD O. MILLER, Chartered
400 South Tamiami Trail, Suite 250
Venice, Florida 34285
Office: (941) 484-8442
Fax: (941) 484-8250

* Also licensed in
Virginia and Washington D.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 5 PM 12: 21

July 2, 1996

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

Re: **All-Baba's, Inc.**

Ladies and Gentlemen:

Enclosed are Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office for the above corporation. Also enclosed is our check for \$70.00 to cover the cost of filing.

Thank you.

Sincerely,


Harold O. Miller

HOM:dmo
Enclosures



FLORIDA DEPARTMENT OF STATE
 Sandra B. Morthum
 Secretary of State

RECEIVED
 96 JUL 10 AM 11:11
 DIVISION OF CORPORATIONS

July 8, 1996

CSC NETWORKS
 1201 HAYS STREET
 TALLAHASSEE, FL 32301-2807

RESUBMIT

Please give original
 submission date as file date.

SUBJECT: ALI-BABA'S, INC.
 Ref. Number: W98000014224

We have received your document for ALI-BABA'S, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

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) 487-6973.

Ciaretha Golden
 Document Specialist

Letter Number: 196A00033140

Clautha, There is no English translation for this word

It is a name of a person

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JUL 5 PM 12:21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 5 PM 12: 21

ARTICLES OF INCORPORATION

OF

ALI-BABA'S, INC.

The undersigned, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1. NAME

- 1.1) Name. The name of the corporation shall be: **ALI-BABA'S, INC.**

ARTICLE 2. NATURE OF BUSINESS

- 2.1) Nature of Business. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 3. CAPITAL STOCK

- 3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 500 shares of Common Stock, having a par value of \$1.00 per share.
- 3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such

Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment of Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders of the Common Stock, from time to time shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE 4. PERIOD OF DURATION

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5. REGISTERED AGENT AND ADDRESS

5.1) Address. The initial business address of the corporation shall be 400 S. Tamiami Trail, Suite 250, Venice, Florida 34285. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the corporation shall be Harold O. Miller, Esquire, whose business office is 400 S. Tamiami Trail, Suite 250, Venice, Florida 34285.

ARTICLE 6. DATA RESPECTING DIRECTORS

6.1) Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the member of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until his successors shall have been elected and qualified is:

KARIM SAMNA, 400 S. Tamiami Trail, Suite 250, Venice, Florida 34285

ARTICLE 7. INCORPORATOR

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is: Harold O. Miller, 400 S. Tamiami Trail, Suite 250, Venice, Florida 34285.

ARTICLE 8. PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation..

ARTICLE 9. AMENDMENTS

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of

Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto, subject to this reservation.

ARTICLE 10. BEGINNING OF CORPORATE EXISTENCE

10.1) Beginning of Corporate Existence. Corporate existence shall begin on the same date these Articles are received by the Secretary of State.



HAROLD O. MILLER

STATE OF FLORIDA
COUNTY OF SARASOTA

I hereby certify that on this day, before me, personally appeared Harold O. Miller, who is personally know by me and who executed the foregoing instrument and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid, this 3rd day of July, 1996.



Notary Public
Print Name: DONNA ORSINO
My Commission Expires: 2/27/2000

 NOTARY PUBLIC
STATE OF FLORIDA
63808
DONNA M. ORSINO
MY COMMISSION EXP. FEBRUARY 27, 2000

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

ALI-HABA'S, INC.

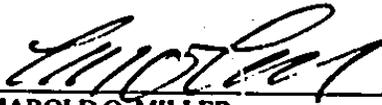
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that HAROLD O. MILLER, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Sarasota, State of Florida, has named HAROLD O. MILLER, Esquire, located at 400 S. Tamiami Trail, Suite 250, Venice, County of SARASOTA, State of Florida, its agent to accept service of process within this state.


HAROLD O. MILLER, INCORPORATOR

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.


HAROLD O. MILLER

95 JUL 5 PM 12: 21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1000 HAYS STREET
TALLAHASSEE, FL 32301-2077
800-342-8086
P96000057801



PREMIER MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 073100000032
REFERENCE : 120743 158152A
AUTHORIZATION :
COST LIMIT : \$

ORDER DATE : October 15, 1996
ORDER TIME : 10:20 AM
ORDER NO. : 120743-010
CUSTOMER NO: 158152A

500001977575--3
-10/16/96--01092--017
*****35.00 *****35.00

CUSTOMER: Mr. Harold O. Miller
Mr. Harold O. Miller
Suite 250
400 South Tamiami Trail
Venice, FL 34285

DOMESTIC AMENDMENT FILING

NAME: ALI-BABA'S, INC.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: _____

FILED
96 OCT 16 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 16 AM 11:29
DIVISION OF CORPORATION

N HENDRICKS OCT 16 1996

FILED
96 OCT 16 PM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ALI-BABA'S, INC
(print name)

Pursuant to the provisions of section 607.0801, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:
The name of the corporation shall be changed to:
U PAC, Incorporated

SECOND: If an amendment provides for an exchange, such alteration or modification of issued shares, provisions for implementation of the amendment if not contained in the amendment itself, are as follows:
N/A

THIRD: The date of each amendment's adoption: October 15, 1996.

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were adopted by the incorporator or board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

(The following numbers must be separately provided for each voting group unless it was separately on the amendment(s).)

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

Signed this 15th day of OCTOBER, 1976

ALI-BABA'S, INC
INCORPORATED IN ALABAMA

By Karim Samna, President
THE STATE OF ALABAMA

A Charter of Incorporation is subject to the Charter of Incorporation

KARIM SAMNA
Printed or actual name
PRESIDENT