

7/24/96

LOUISIANA DIVISION OF CORPORATIONS

120 PM

P96000062050

((H96000010255))

ELECTRONIC FILING SYSTEM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
407 EAST BAINES STREET
TALLAHASSEE, FL. 32399
FAX: (904) 922-4000

FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST

MIAMI FL. 33136-2090

CONTACT: LYNN FRIEDMAN

PHONE: (305) 358-2571

FAX: (305) 358-7832

((H96000010255))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: EUROPLANT, INC.

FAX AUDIT NUMBER: H96000010255

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/24/1996

TIME REQUESTED: 13:28:02

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 10

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.00

ACCOUNT NUMBER: 070744001030

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000010255))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

RECEIVED
TALLAHASSEE, FLORIDA
05 JUL 24 PM 3:51

FILED

[Handwritten signature]

RECEIVED
56 JUL 24 PM 3:10
DIVISION OF CORPORATIONS

H96-010255

FILED
JUL 22 1966
FLORENCE, SC

**ARTICLES OF INCORPORATION
OF
EUROPLAST, INC.**

We, the undersigned, natural persons competent to contract, hereby associate ourselves together in order to form a corporation for purposes hereinafter stated, under and pursuant to the provisions of an act of the legislature of the State of Florida, approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

ARTICLE I

The name of the Corporation is:
Europlast, Inc.

ARTICLE II

Nature of Business

The general nature of business to be transacted by the corporation is as follows: plastic molding and fabricating, and to manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise merchandise, other personal and real property of every class and description whatsoever.

H96-010255
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-8571

H96-010255

To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.

To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guarantee or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at anytime owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts of things designed to accomplish any such purpose.

H96-010255

H96-010255

To acquire hold, own, dispose of any generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or any other corporation which this corporation may have an interest as a stockholder or otherwise.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property rights, privileges or franchises of the corporation, wheresoever situate, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized

H96-010255

H96-010255

upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article Three or thereof.

To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporation.

To have one or more offices conduct its business and promote the objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation and any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of such business if similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment hereof.

H96-010255

H96-010255

The following paragraphs shall be construed and enumerated both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

Capital Stock

The amount of the total authorized capital stock of the corporation shall be one hundred (100) shares and Five Dollar (\$5.00) par value. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Directors.

ARTICLE IV

Capital Stock

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred Dollars and no/100 (\$500.00).

ARTICLE V

Terms of Existence

The corporation shall have perpetual existence.

H96-010255

H96-010255

ARTICLE VI

Location

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are: 2132 West 62nd Street, Hialeah, FL 33016.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII

Board of Directors

The Board of Directors shall consist of not less than one (1) nor more than three (3) directors. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII

Initial Directors

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the Act of Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their

H96-010255

H96-010255

successors are elected, and shall have qualified are the following:

Name	Address
Franco Ballarini	2132 West 62nd Street Hialeah, FL 33016

ARTICLE IX

The names and post office address of each subscriber of this Certificate of Incorporation and the number of shares of stock each subscriber agrees to take are as follows:

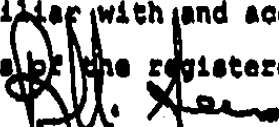
Name	Address	Shares	Cash Value Paid
Franco Ballarini	2132 West 62nd Street Hialeah, FL 33016	100	\$ 500.00

ARTICLE X

Registered Agent

The initial registered agent of this corporation shall be: Franco Ballarini.

I hereby am familiar with and accept the duties and responsibilities of the registered agent of said corporation.



 President/Director

H96-010255

H96-010255

ARTICLE XI

Effect Date

The Articles of Incorporation shall be effective upon filing with the Secretary of State, State of Florida.

ARTICLE XII

Shareholder's Agreement

The nature of the restrictions and agreements as to distribution of profits and capital, and the trading of stock and other covenants governing the business and conduct of the corporation are more fully described in that certain Stockholder's Agreement on file with the Secretary of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 day of July, 1996.


PRESIDENT

H96-010255

196-010255

JUL-22-1996 MON 08:12 IDI

TEL NO:

NOIS, P10

STATE OF FLORIDA
COUNTY OF BROWARD

BE IT ACKNOWLEDGED that on this day personally appeared before me, the undersigned Notary Public, in and for the State of Florida at large, Franco Ballerini, subscribers to the foregoing Certificate of Incorporation, known to me, personally, to be such upon their respective oaths and simultaneously they acknowledged the said Certificate of Incorporation to be the act and deed of signers and the facts therein stated to be truly set forth.

WITNESS, my hand and official seal at said County and State, this 12 Day of July, 1996.

Jean E. McClaffin
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission expires:



JEAN E. MCCLAFFIN
MY COMMISSION EXPIRES APRIL 22, 1997
CONTACT YOUR TRUST FOR REISSUANCE, ETC.

196-010255

H96-010255

FILED
56 JUL 24 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:**

That, Europlast, Inc., desiring to organize or qualify under the laws of the State of Florida, with it's registered office located at 2132 West 62nd Street, Hialeah, State of Florida, has named Franco Ballarini (Registered Resident Agent), located at 2132 West 62nd Street, Hialeah, FL 33016.

H96-010255

DRU D. LASHBROOK & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

Member of the
Florida Institute of
Certified Public Accountants

Dru D. Lashbrook, CPA
Brian H. Wollard, CPA

4481 Birling Road
Port Landerdale, Florida 33314
Telephone: (954) 881-8112
Fax: (954) 881-2004

July 18, 1997

P96000062050

Ballarini Industries, Inc.
2132 W. 62nd St.
Hialeah, FL 33016

Dear Franco:

Please sign the enclosed Article of Amendment where indicated.

Send all correspondence and your check for \$35.00 to:

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

800002242369--4
-07/21/97--01031--005
*****35.00 *****35.00

If you have any questions regarding this matter, please call the office.

Thank you.

Sincerely,

LASHBROOK & ASSOCIATES, P.A.

BH Wollard
Brian H. Wollard, CPA

BHW/ps
enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 21 PM 3:30

Amend

JUL 22 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUL 21 PM 3:30

EUROPLAST, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF EUROPLAST, INC.

The special meeting of the Board of Directors of the above Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting. The meeting was called to order by the President and Secretary/Treasurer/Director was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was Resolved, that VICTOR M. CORVO was appointed as a Vice-President with the ability to sign for the corporation on the corporate bank accounts as of 7-15-97. RESOLVED that the President and such other officers as he may designate are hereby authorized, empowered, and directed to take any and all action necessary or desirable to There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

WAIVER OF NOTICE OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF EUROPLAST, INC.

We the undersigned, being all of the Directors of the corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder and do hereby waive all notice whatsoever of such meeting and of any adjournment of adjournments thereof. We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournment thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: Hialeah, Florida Time of Meeting: 4:00 PM
Date of Meeting: 7/14/97

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Purpose of Meeting: To appoint Victor M. Corvo as a Vice-President of the corporation as of 7-15-97.

THIRD: The date of each amendment's adoption: 7/13/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*
 "The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 day of JULY, 19 97

Signature [Handwritten Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FRANCO BALLARINI

Typed or printed name

PRESIDENT

Title

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
EUROPLAST, INC.

The special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting. The meeting was called to order by the President and Secretary/Treasurer/Director, was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was

RESOLVED, THAT VICTOR M. CORVO WAS APPOINTED AS A VICE-PRESIDENT WITH THE ABILITY TO SIGN FOR THE CORPORATION ON THE CORPORATE BANK ACCOUNTS AS OF 7/13/97.

RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

X Maria M. Mesquita
Secretary MARIA M. MESQUITA

APPROVED:

x [Signature]
President FRANCO BALLARINI

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

EUROPLAST, INC.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: HIALEAH, FLORIDA

Date of Meeting: 7/14/97

Time of Meeting: 4:00 PM

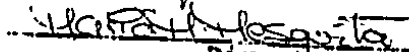
Purpose of Meeting: TO APPOINT VICTOR M. CORVO AS A VICE-PRESIDENT OF THE CORPORATION AS OF 7/15/97.

Dated: 7/14/97

, 19



Director FRANCO BALLARINI



Director MARIA M. RESQUITA

Director