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LAW OFFICES OF  
**STARSON & DIJOLS, P.A.**

The Gulfstream Building  
8751 W. Broward Boulevard  
Suite 108  
Plantation, Florida 33324  
(954) 472-6314  
Telefax (954) 472-0990

**FILED**

96 JUL 24 AM 11:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PETER F. STARSON, JR., P.A.  
M. DAVID MOORE  
PEDRO E. DIJOLS, P.A.\*

\* Member of New York and  
Florida Bar

July 22, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399


400001903374  
-07/24/96--01066--022  
\*\*\*\*122.50 \*\*\*\*122.50

To whom it may concern:

Enclosed, please find the Articles of Incorporation for **VICON PACKAGING, INC.**. Also enclosed, please find a check in the amount of \$122.50 as payment for the incorporation and a certified copy of the Articles.

Please forward the return certified Articles of Incorporation to Edward J. Connelly, III at 1625 S.W. 1st Way, C17, Deerfield, Florida 33441..

Sincerely,

  
Peter F. Starson, Jr.  
STARSON & DIJOLS, P.A.

enc.

8/4  
7/26/96

**ARTICLES OF INCORPORATION**  
**OF**  
**VICON PACKAGING, INC.**

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96 JUL 24 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopted the following Articles of Incorporation:

**Article One - Name**

The name of the corporation is VICON PACKAGING, INC..

**Article Two - Nature of Business and Powers**

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 Three - Term of Existence**

The corporation shall have perpetual existence commencing upon the filing of these articles.

**Article Four - Capital Stock**

This corporation is authorized to issue a maximum of One Thousand (1000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

**Article Five - Preferences, Limitations  
and Relative Rights of Shares of  
Capital Stock**

**Section 1. Dividends:**

The holders of record of "Common Shares", if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

**Section 2. Rights upon Liquidation or Dissolution:**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

**Section 3. 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 Six - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof, at the price at which it is offered to others.

**Article Seven - Initial Registered Agent and Registered Office**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Edward J. Connelly, III; 1625 S.W. 1st Way, #C17-18, Deerfield, Florida 33441.  
**Registered Agent**

#### **Article Eight - Principal Place of Business**

The initial principal place of business for VICON PACKAGING, INC. shall be 1625 S.W. 1st Way, #C17-18, Deerfield, County of Broward, State of Florida 33441.

#### **Article Nine - Initial Board of Directors**

This corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but never be less than One (1).

#### **Article Ten - Initial Directors/Officers**

The name of the Initial Directors of this corporation and the street address is:

Edward J. Connelly, III  
625 S.W. 1st Way, #C17-18  
Deerfield, Florida 33441.  
President/ Secretary/Treasurer

The person(s) named as initial Directors/ Officer (s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified whichever occurs first.

#### **Article Eleven - Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority (51%) of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **Article Twelve - Action without a meeting**

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the

STATE OF FLORIDA     )  
                                  )NN:  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public, personally appeared Edmund J. Connelly III to  
me known to be the person described as Incorporator and who executed the foregoing  
Articles of Incorporation, and acknowledge before that he subscribed to these Articles  
of Incorporation on this 22 day of July, 1996.

Ilena Silverstein-Starkson  
Notary Public



ILENA SILVERSTEIN-STARKSON  
My Comm Exp. 10-4-98  
Bonded By Service Ins  
No. CC232997  
☐ Personally Known    ☐ Other A.D.

action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting.

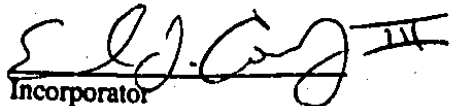
**Article Thirteen - Incorporation by Reference**

Any all conditions, terms, limitations, promises and covenants that appear in a pre-incorporation agreement for VICON PACKAGING, INC. shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with the Secretary of State.

**Article Fourteen - Incorporator**

The name and address of the person signing these Articles of Incorporation is:  
Edward J. Connelly, III; 1625 S.W. 1st Way, #C17-18, Deerfield, Florida 33441,  
INCORPORATOR.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on this 22 day of July, 1996.

  
Incorporator

**Article Fifteen - Special Provisions**

It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS**

**OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN**

**FILED**

**THIS STATE, NAMES AGENTS UPON WHOM PROCESS MAY BE SERVED**

96 JUL 24 AM 11:24

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

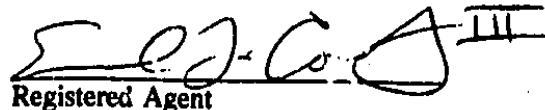
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First, that VICON PACKAGING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Broward, State of Florida has named Edward J. Connelly, III; 1625 S.W. 1st Way, #C17-18, Deerfield, County of Broward, State of Florida, as its registered agent to accept service of process within the State.

  
Edward J. Connelly, III

**ACKNOWLEDGEMENT:**

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

  
Registered Agent