

P96000073319

MARLENE BUSCH
26 PEDRO COURT
FORT MYERS, FL 33912-2165

AUGUST 21, 1996

STATE OF FLORIDA
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314

7000001932527
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*****70.00 *****70.00

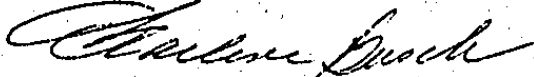
GENTLEMEN:

RE: FILING CORPORATION - PRO PAC, INC.

ENCLOSED PLEASE FIND THE ORIGINAL CORPORATE PAPERS, NOTARIZED,
ALONG WITH A CHECK IN THE AMOUNT OF \$70. FILING FEE FOR
ESTABLISHMENT OF SAID CORPORATION.

THANKING YOU IN ADVANCE FOR YOUR CONSIDERATION IN THIS MANNER, I
REMAIN

SINCERELY,



MARLENE J. BUSCH

MJB/kk

AUG 29 1996

BSB

W96-18218

FILED
96 SEP -4 AM 8:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1996

MARLENE BUSCH
26 PEDRO COURT
FORT MYERS, FL 33912-2165

SUBJECT: PRO PAC, INC.
Ref. Number: W96000018218

We have received your document for PRO PAC, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 096A00040941

ARTICLES OF INCORPORATION

OF

PRO PAC UNLIMITED, INC.

FILED

96 SEP -4 AM 8:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporators for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

PRO PAC UNLIMITED, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporation property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock, having a par value of \$0.10 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the some of Five Hundred and 00/100 dollars (\$500.00).

ARTICLE V
PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, right, warrants or options entitling the holders thereof to purchase from the corporation any shares of its' capital stock of any class or classes, upon such terms and conditions and at such times and price, but not less than par if such shares have par value, or the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgement of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency adopted by the stockholders, shall never be less than one.

ARTICLE VI
TERMS OF EXISTANCE

This corporation is to exist perpetually.

ARTICLE VII
INITIAL ADDRESS OF REGISTERED OFFICE
DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is: 26 Pedro Court, Fort Myers, Lee County, Florida, 33912.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

MARLENE J. BUSCH, 26 Pedro Court, Fort Myers, Florida, 33912.

JACK BUSCH, 26 Pedro Court, Fort Myers, Florida, 33912.

The above named Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE X

SUBSCRIBERS

The name and address of the undersigned as subscriber to these Articles of Incorporation are:

MARLENE J. BUSCH, 26 Pedro Court, Fort Myers, Florida, 33912.

JACK BUSCH, 26 Pedro Court, Fort Myers, Florida, 33912

1,000,000 shares.

The undersigned as subscriber certify that the stock subscribed for will not be less than the amount of the capital with which the corporation shall begin business.

ARTICLE XI

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party of any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section. The director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officers having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XII

BYLAWS AND STOCKHOLDER AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its' stock, including, but not limited to, provisions for transfer of the stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the shareholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

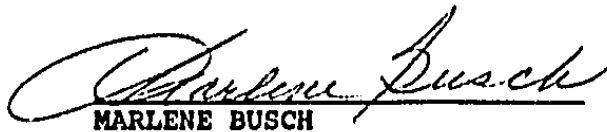
Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

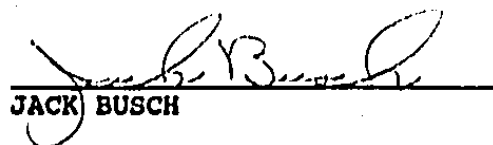
ARTICLE XIV
DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida.

23 day of August 1996.


MARLENE BUSCH


JACK BUSCH

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgements, personally appeared MARLENE J. BUSCH and JACK BUSCH and to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and they acknowledge before me that they subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State above named, this 23 day of Aug, 1996.

Barbara A. Ballantine

NOTARY PUBLIC

ID: FL D- L/C
B 200-551-40-786
B 200-050-39-111

My Commission Expires: _____



ARTICLE III
ACCEPTANCE OF REGISTERED AGENT

FILED

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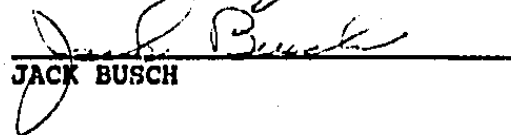
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute 48.091 and Article VII of those
Articles of Incorporation, the undersigned Registered Agent does
hereby accept the duties as Registered Agent and designates as
his location for service of process as:

26 Pedro Court, Fort Myers, Florida 33912

The undersigned shall serve as Registered Agents until otherwise
removed or shall resign pursuant to the laws of the State of
Florida.


MARLENE J. BUSCH


JACK BUSCH