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LAW OFFICES

H. ANTHONY HEIST, P.A.

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FILED
OCT 23 AM 8:07
TALLAHASSEE, FLORIDA

October 21, 1996

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

900001984279--9
-10/23/96--01069--014
****122.50 ****122.50

Re: Incorporation of Florida-Carolina Packaging, Inc.
Gentlemen:

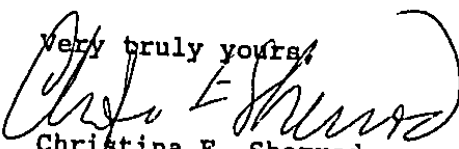
Enclosed please find a check in the amount of \$122.50, payable to the Secretary of State, State of Florida, in payment of the following:

- | | |
|--|---------|
| 1. Filing of Articles of Incorporation | \$70.00 |
| 2. Certified copy of filed Articles | \$52.50 |

Also enclosed, please find the original and one copy of the Articles of Incorporation for the above-named corporation. Upon your approval and your filing of the original of these Articles, I would request that you send me a certified copy of the same to the above Post Office address.

Thanking you in advance for your cooperation, I remain,

Very truly yours,


Christina E. Sherrod
Assistant

FILED
96 OCT 23 AM 8:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Enc.

PH
10/24/96

ARTICLES OF INCORPORATION
OF

FILED

96 OCT 23 PM 8:07

FLORIDA-CAROLINA PACKAGING, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is FLORIDA-CAROLINA PACKAGING, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business that may be transacted by corporations under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation shall be authorized to issue 100 shares of \$1.00 par value stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent at this address is as follows:

H. ANTHONY HEIST
ATTORNEY AT LAW
1661 ESTERO BOULEVARD, SUITE 20
P.O. BOX 2514
FORT MYERS BEACH, FL 33932

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may either be increased or decreased from time to time but shall never be less than 1. The name and address of the initial directors of the corporation are:

WOLFGANG ERMERT
4745 ESTERO BLVD., #702A
FT. MYERS BEACH, FL 33931

EDWARD BUCHNER
3200 CARMEL RD.
CHARLOTTE, NC 28226

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

WOLFGANG ERMERT
4745 ESTERO BLVD., #702A
FT. MYERS BEACH, FL 33931

ARTICLE VII - CORPORATION'S PRINCIPAL OFFICE

4745 ESTERO BLVD., #702A
FORT MYERS BEACH, FL 33931

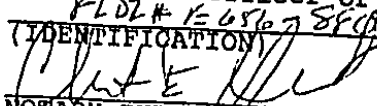
IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 14th day of October, 1996.


Wolfgang Ermert

STATE OF FLORIDA
COUNTY OF LEE

EXECUTION OF the foregoing Articles of Incorporation was acknowledged before me this 14th day of October 1996, by Wolfgang Ermert who () did (xx) did not take an oath and who is either personally known to the undersigned officer or has produced the following form of identification

(IDENTIFICATION)

FLDL# F-6867880-49-416-0

NOTARY PUBLIC SIGNATURE ABOVE
NOTARY NAME - CHRISTINA E. HEIST (NOTARY SEAL)
COMMISSION NUMBER _____
COMMISSION EXPIRATION DATE _____
(Notary Name/Commission number/Exp. Date to be typed or printed)



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment to act as registered agent of FLORIDA-CAROLINA PACKAGING, INC. as made in the foregoing Articles of Incorporation.


H. ANTHONY HEIST, ATTORNEY

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