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JAMES A. BARRIOS  
CORPORATE AND BUSINESS LAW  
TRIAL PRACTICE - GENERAL

TIMOTHY L. FLANAGAN  
OF COUNSEL

October 4, 2001

Florida Division of Corporations  
Amendment Section  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
OCT-8 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
40000461068-021  
-10/08/01  
\*\*\*\*\*43.75

Re. Amended and Restated Articles of Incorporation of  
Florida Can, Inc.

Dear Sirs/Mesdames:

Enclosed please find a check in the amount of \$43.75 for filing of the following documents, and certified copy thereof, concerning the above referenced corporation:

1. Articles of Amendment to Articles of Incorporation
2. Articles of Restatement to Articles of Incorporation
3. Certificate of Restatement of Articles of Incorporation

Thank you for your anticipated cooperation herein. Should you have any questions, please do not hesitate to call the undersigned at 863/687-2287.

Sincerely yours,

*James A. Barrios*  
James A. Barrios

JAB

cc: Anthony and Susan Martorana

FILED  
OCT-8 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restated Article  
OK 10-11-01*

**CERTIFICATE OF RESTATEMENT  
OF ARTICLES OF INCORPORATION  
OF  
FLORIDA CAN INC.**

**FILED**  
01 OCT -8 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under the provisions of F.S. 607.1007, undersigned, constituting all of the members of the Board of Directors Florida Can, Inc., hereby certify the following, concerning the Restatement of Articles of Incorporation:

1. The restatement of articles contains an amendment requiring shareholder approval. The amendment contained within the restated Articles of Incorporation has been submitted for filing with the Secretary of State in accordance with F.S. § 607.1006, along with the Restatement of Articles of Incorporation. A copy of said Articles of Amendment is attached herewith, and marked Exhibit "A".
2. The restatement of articles also contains amendments which do not require shareholder approval. The Restatement has been adopted by the Board of Directors.

Date: August 01, 2001.

  
\_\_\_\_\_  
Anthony Martorana, Director

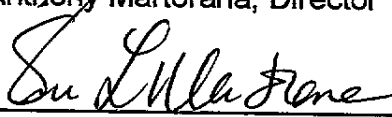
  
\_\_\_\_\_  
Susan Martorana, Director

EXHIBIT A

FLORIDA CAN, INC.

Under the provisions of F.S. § 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

I. Amendment adopted:

Article IV of the Articles of Incorporation was Amended, by adding the following provision at the end of said Article:

**Pre-emptive Rights**

The holders of common stock shall have preemptive rights to purchase ratably, according to their respective holdings, any common stock of the Corporation issued or any securities exchangeable for or convertible into stock or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or to otherwise acquire such stock, provided however, that the Class A common stock have such preemptive rights only in Class A common stock, while the Class B common stock shall have such preemptive rights only in Class B common stock or in securities convertible into or in rights to acquire Class B common stock, and provided further that such right to purchase shall not apply to the offering, sale, and issuance of, or the granting of options to purchase, up to but not exceeding 1,000 shares of common stock as the Board of Directors in its discretion may determine.

- II. The Amendment was approved unanimously by the Shareholders at a Special Meeting convened on August 01, 2001, and adopted by the Board of Directors per Resolution effected on same date.

Date: August 01, 2001.

  
Anthony Martorana, President

EXHIBIT "A"

**ARTICLES OF RESTATEMENT  
(OF ARTICLES OF INCORPORATION  
OF  
FLORIDA CAN INC.**

**FILED**  
91 OCT -8 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under the provisions of F.S. 607.1007, undersigned, constituting all of the members of the Board of Directors Florida Can, Inc., hereby restate the Articles of Incorporation as follows:

**I.  
Name**

The name of the corporation shall be **Florida Can Inc.**

**II.  
Term of Existence**

The Corporation began its existence on the date of the filing of the Articles of Incorporation with the Florida Department of State, February 6, 1997 and has thereafter and will continue perpetually hereafter.

**III.  
Principal Office**

The street address of the principal office of the Corporation is:

6054 Crickett Drive  
Lakeland, Florida 33813

**IV.  
Capital Stock**

The Corporation shall be authorized to issue 10,000 shares of common stock having a par value of one cent (\$0.01) per share which shall be divided into two subclasses designated as Class A Common Stock and Class B Common Stock. Of the 10,000 authorized shares, the Corporation shall be authorized to issue 5,000 shares of Class A Common Stock and 5,000 shares of Class B Common Stock. Except for voting rights, all shares of the common stock of the Corporation, whether Class A Common Stock or Class B Common Stock, shall have the same preferences, limitations and relative rights, including the right to share equally in all dividends and to receive the net assets of the Corporation upon dissolution. The only distinction between the Class A Common Stock and the Class B Common Stock shall be that the Class A Common Stock shall have unlimited voting rights and the Class B Common Stock shall not be entitled to vote on any matter other than those matters which the Act specifically requires such vote.

### **Pre-emptive Rights**

The holders of common stock shall have preemptive rights to purchase ratably, according to their respective holdings, any common stock of the Corporation issued or any securities exchangeable for or convertible into stock or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or to otherwise acquire such stock, provided however, that the Class A common stock have such preemptive rights only in Class A common stock, while the Class B common stock shall have such preemptive rights only in Class B common stock or in securities convertible into or in rights to acquire Class B common stock, and provided further that such right to purchase shall not apply to the offering, sale, and issuance of, or the granting of options to purchase, up to but not exceeding 1,000 shares of common stock as the Board of Directors in its discretion may determine.

### **V.**

### **Registered Office and Agent**

The street address of the registered office of the Corporation is: 6054 Cricket Drive, Lakeland, Florida 33813. The name of the registered agent at such address is Susan Martorana.

### **VI.**

### **Directors**

The Corporation currently has two (2) directors. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) director. The names and addresses of the current directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Susan Martorana	6054 Cricket Drive Lakeland, Florida 33813
Anthony Martorana	6054 Cricket Drive Lakeland, Florida 33813

### **VII.**

### **Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

**VIII.**  
**Indemnification**

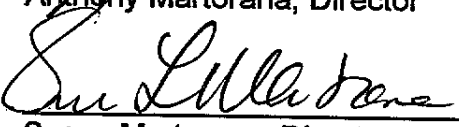
The Corporation shall indemnify any director or officer or any former director or officer of the Corporation, to the fullest extent permitted by law.

**IX.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Restatement of Articles of Incorporation on August 9, 2001.

  
\_\_\_\_\_  
Anthony Martorana, Director

  
\_\_\_\_\_  
Susan Martorana, Director

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: Aug 1, 2001

  
\_\_\_\_\_  
Susan Martorana  
Registered Agent