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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: SHARON MAY (Jelly)  
PHONE: (561) 627-5000

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NAME: AUTOPAX, INC.

AUDIT NUMBER.....H97000011979

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION  
OF  
AUTOPAX, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation. The subject corporation was formerly a corporation incorporated under the laws of the State of Illinois and registered to do business in the State of Florida.

**ARTICLE I**

The name of the corporation ("Corporation") is AUTOPAX, INC.

**ARTICLE II**

The purpose of the Corporation is to design, consult, develop and manufacture packaging material, and serve as agents for the purpose of buying or selling packaging material and any activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE III**

The street address of the principal office of the Corporation is #18 Parkway Plaza, 810 Saturn Street, Jupiter, Florida 33477.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 1,000 all of which shall be Common Shares with a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The period of the Corporation's existence is perpetual.

**ARTICLE VI**

The initial street address of the Corporation's registered office is #18 Parkway Plaza, 810 Saturn Street, Jupiter, Florida 33477. The initial registered agent for the Corporation at that address is John T. Inglis.

**ARTICLE VII**

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are

<u>Name</u>	<u>Address</u>
Lu C. Inglis	#18 Parkway Plaza, 810 Saturn Street, Jupiter, Florida 33477
John T. Inglis	#18 Parkway Plaza, 810 Saturn Street, Jupiter, Florida 33477

Barry B. Byrd, Esq.  
Fla. Bar No: 297976  
Watterson, Hyland & Klett, P.A.  
4100 RCA Blvd., #100

Audit No: H97000011979

Palm Beach Gardens, FL 33410  
(561) 627-5000 phone; (561) 627-5600 facsimile

Audit No: H97000011979

## ARTICLE VIII

The names and street addresses of the persons signing these Articles of Incorporation are:

Name	Address
John T. Inglis	#18 Parkway Plaza, 810 Saturn Street, Jupiter, Florida 33477

## ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

## ARTICLE X

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

## ARTICLE XI

These Articles of Incorporation shall become effective, and the corporate existence shall begin as a Florida corporation, on April 1, 1997 (or as soon thereafter as filed with the Secretary of State. These Articles represent a re-incorporation in Florida of an Illinois corporation which has was previously registered to do business in the State of Florida.

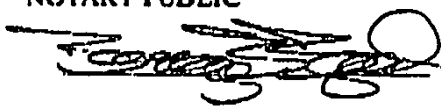
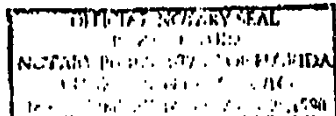
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of April, 1997.

Incorporator

  
Name: John T. InglisSTATE OF FLORIDA  
COUNTY OF PALM BEACHThe foregoing instrument was acknowledged before me this 15<sup>th</sup> day of April, 1997, by JOHN T. INGLIS, who is personally known to me or who has produced (personal knowledge) as identification and who did take an oath.

NOTARY PUBLIC

(SEAL)

  
Barry E. Byrd  
(Print Name)My Commission Expires: 12/31/99

Audit No: H97000011979

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AUTOPAX, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: John T. InglisDate: April 15, 1997

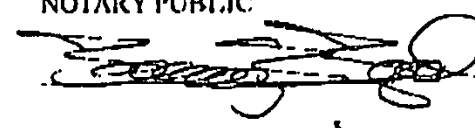
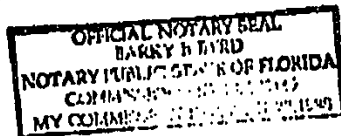
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of April 1997, by JOHN T. INGLIS, who is personally known to me or who has produced (personal knowledge) as identification and who did take an oath.

NOTARY PUBLIC

(SEAL)

  
Barry E Boyd  
(Print Name)My Commission Expires: 8/28/98

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