

*Harald B. Benz*  
*Immigration Service Inc.*

2620-C MANATEE AVENUE WEST  
BRADENTON, FLORIDA 34205

GERMAN - SPANISH - FRENCH - ETC.  
BILINGUAL INTERPRETER AVAILABLE

OFFICE: (941) 750-8454  
FAX: (941) 747-8263

P97000089409

October 8, 1997

Division of Corporations  
Florida Department of State  
P.O. Box 327  
Tallahassee, Florida 32314

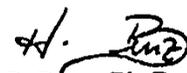
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-10/16/97-01074-012  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: G. Domeisen & Co. U.S.A., Inc.**

To whom it may concern:

Enclosed you will find the Articles of Incorporation for G. Domeisen & Co. U.S.A., Inc., as well as a check in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50) for the corresponding filing fee.

Please do not hesitate to call me if you have any questions or concerns.

Truly,  
  
Harald B. Benz, Ph. D.

enc/2

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DIVISION OF CORPORATIONS  
97 OCT 16 AM 8:38

RP  
10-17-97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT 16 AM 8:38

**ARTICLES OF INCORPORATION**

**OF**

**G. DOMEISEN & CO. U.S.A., INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.**

The name of the corporation shall be G. Domeisen & Co. U.S.A., Inc.

The principal place of business of this corporation shall be: 5890 Marigold Road, Venice, Florida 34923.

**ARTICLE II.**

The general purpose of this corporation shall be generally to engage and transact in providing engineering, know-how and equipment in the area of cardboard technology, and to do all lawful business as permitted by law for corporations pursuant to the laws of the State of Florida and that are not otherwise prohibited by general law.

**ARTICLE III.**

The capital of this corporation shall consist of one hundred (100) shares of common stock having a par value of par value of ten dollars and zero cents (\$10.00) per share.

**ARTICLE IV.**

The name and address of the initial Registered Agent of the corporation shall be:

John C. Miotke  
2620-C Manatee Avenue West  
Bradenton, Florida 34205

**ARTICLE V.**

This corporation is incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLES VI.

This corporation is to exist perpetually.

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DIVISION OF CORPORATIONS  
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ARTICLE VII.

This corporation shall have a President, Vice-President, Secretary and Treasurer:

George Bruno Domeisen President/Secretary

Adelheid Domeisen Vice-President/Treasurer

ARTICLE VIII.

This corporation shall have no Directors, but the officers of the corporation shall constitute an executive committee and shall have all the powers of the Board of Directors as set forth in Chapter 607, Florida Statutes (1989).

ARTICLE IX.

The name and street of the incorporators to these Articles of Incorporation are:

George Bruno Domeisen 100 shares  
5890 Marigold Road  
Venice, Florida 34293

ARTICLE X.

The date and time of the commencement of the corporate existence is as of the time of filing of Articles by the Department.

  
\_\_\_\_\_  
George Bruno Domeisen,  
Incorporator

ACKNOWLEDGMENT

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

  
\_\_\_\_\_  
John C. Miotke,  
Registered Agent

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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314  
(850)487-6052

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-10/16/97--01097--002  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: CHURCHILL CAPITAL CORPORATION  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: PETER M. PETERSON  
Name (Printed or typed)

2402 S. ARDSON PLACE  
Address

TAMPA FL 33629  
City, State & Zip

813 254-8337  
Daytime Telephone number

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TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

J. Medeau OCT 17 1997

**ARTICLES OF INCORPORATION**

- of -

**CHURCHILL CAPITAL CORPORATION**

The undersigned, PETER M. PETERSON, whose address is 2402 S. Ardson Place, Tampa, Florida 33629, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the Corporation shall be:

**CHURCHILL CAPITAL CORPORATION**

The principal place of business of this Corporation shall be 2402 S. Ardson Place, Tampa, Florida 33629.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue is Seven Thousand Five Hundred shares (7,500) of capital stock with a par value of One & 00/100 Dollars (\$1.00) per share.

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**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 2402 S. Ardson Place, Tampa, Florida 33629, and the name of the initial Registered Agent at said address is Peter M. Peterson.

**ARTICLE VI**

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

**ARTICLE VII**

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

PETER M. PETERSON  
Dir./Pres./Sec./Treas.

2402 S. Ardson Place  
Tampa, Florida 33629

**ARTICLE VIII**

The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

**ARTICLE IX**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time, and in addition to the stock authorized and issued by the

corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

## ARTICLE X

10.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

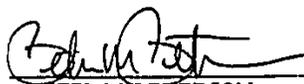
In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 10.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 15th day of October, 1997.

  
\_\_\_\_\_  
**PETER M. PETERSON**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
**PETER M. PETERSON**

Oct 15 1997  
DATE

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TALLAHASSEE, FLORIDA