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Law Office of
ZADEN & WARDELL, P.A.
Suite 200
1749 Northeast 26th Street
Fort Lauderdale, Florida 33305

James A. Wardell, Esquire
Richard J. Zaden, Esquire

Telephone 954-568-6115
Telecopier 954-568-9324

John P. Seiler, Esquire,
of Counsel

additional office,
Tampa, Fl.

July 20, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: FLORIDA PRIDEPAK, INC.

500002600125--0
-07/28/98-01022-004
****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Also please find enclosed a check in the amount of \$122.50 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	\$ <u>52.50</u>
TOTAL	\$122.50

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me as soon as possible in the enclosed addressed and stamped envelope. Thank you for your assistance in this matter.

Sincerely,

Richard J. Zaden

RJZ
Enclosures

Z&Wmalone_start-inc.doc

Richard - GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 8-10-98
DOC. EXAM mm

FILED
98 AUG 10 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
FLORIDA PRIDEPAK, INC..
a Florida Corporation**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation is FLORIDA PRIDEPAK, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 2805 East Oakland Park Boulevard, #440, Fort Lauderdale, Florida 33304 and the mailing address of the Corporation is the same.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 200 shares of common stock, 1.00 Dollar (\$1.00) par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Richard Zaden, Esquire

1749 Northeast 26th Street, Ste. 200
Fort Lauderdale, Florida 33305

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until successor(s) shall have been elected and qualified, or until the directors' earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Address

Steve Malone

2805 East Oakland Park Boulevard, #440
Fort Lauderdale, Florida 33304

ARTICLE VII - INCORPORATOR(S)

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

Name

Address

Steve Malone

2805 East Oakland Park Boulevard, #440
Fort Lauderdale, Florida 33304

ARTICLE VIII - AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

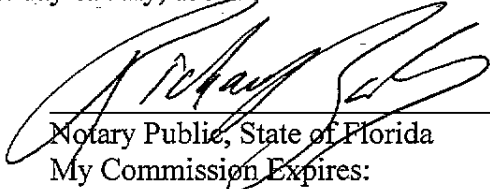
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of July, 1998.


STEVE MALONE
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared STEVE MALONE, who is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20th day of July, 1998



Notary Public, State of Florida
My Commission Expires:

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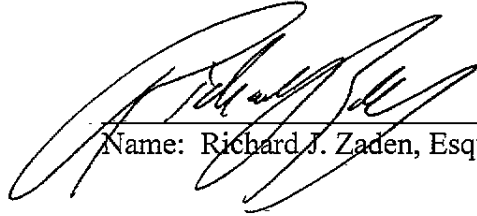
RICHARD J ZADEN
My Commission CC550407
Expires Apr. 24, 2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of FLORIDA _____
PRIDEPAK, INC., as made in the foregoing Articles of Incorporation.

Date: _____

7/20/98



Name: Richard J. Zaden, Esquire

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98 AUG 10 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA