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April 20, 1999

Secretary of State  
Division of Corporations  
Capital Building  
Tallahassee, FL 32399

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-04/26/99--01001--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Val-Pak of Greater Orlando

To Whom It May Concern:

Please find the original Articles of Incorporation and Articles of Organization on the above referenced company. I have also included two checks in the amount of \$70 and \$270 respectively for the filing of the Articles with the Secretary of State. Please forward proof of the filing to the address of the corporation. If you should have any questions, please contact our office at 352-376-9576.

Sincerely,



Mary T. Dotson  
Legal Assistant

FILED  
99 APR 22 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
4/23/99

ARTICLES OF INCORPORATION  
OF  
**VAL-PAK OF GREATER ORLANDO MANAGEMENT, INC.**

**FILED**  
99 APR 22 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **VAL-PAK OF GREATER ORLANDO MANAGEMENT, INC.**, a Florida corporation. The mailing address for the corporation is 1326 Palmetto Avenue Winter Park, FL 32789.

Article II - Duration

This corporation shall have a perpetual existence, commencing on the date of filing these articles with the Department of State.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1326 Palmetto Avenue, Winter Park, FL 32789 and the name of the initial registered agent of this corporation at that address is ROBERT ADELSON.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

ROBERT ADELSON

1326 Palmetto Avenue  
Winter Park, FL 32789

Article VIII - Incorporators

The name and address of the persons signing these articles are:

ROBERT ADELSON

1326 Palmetto Avenue  
Winter Park, FL 32789

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

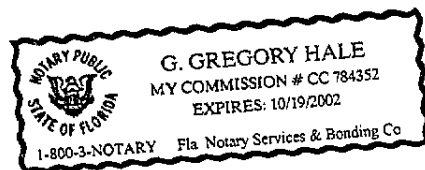
IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 20th day of February, 1999.

  
\_\_\_\_\_  
ROBERT ADELSON

STATE OF FLORIDA  
COUNTY OF ALACHUA

Before me personally appeared ROBERT ADELSON personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed, who provided the following proof of identification: Florida Driver's Licenses

26 WITNESS my hand and official seal in the County and State named above this day of February, 1999.



  
Notary Public  
My commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE.**

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act;

First--That **VAL-PAK OF GREATER ORLANDO MANAGEMENT, INC.**, desiring to organize under the laws of the State of Florida has named **ROBERT ADELSON** 1326 Palmetto Avenue Winter Park, FL 32789 as its registered agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment as registered agent and accept the obligations of that position with which I am familiar.

By   
ROBERT ADELSON

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA