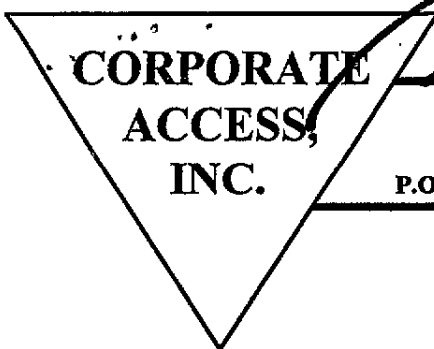


R99000056252



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 6/22/99



CERTIFIED COPY

CUS CS

PHOTO COPY

FILING Profit

1.) United Container Corporation
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

000002911800--7
-06/22/99--01028--009
*****87.50 *****87.50

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

Handwritten signature and date 6/22/99

FILED
99 JUN 22 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU

RECEIVED
59 JUN 22 AM 9:45

ARTICLES OF INCORPORATION
OF
UNITED CONTAINER CORPORATION

99 JUN 22 AM 10:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, for the purposes of forming a corporation under the Florida Corporation Law, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **UNITED CONTAINER CORPORATION**

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in the business the manufacture and sale of all forms of packaging and paper and cardboard products, and any related business or activities. In addition, the Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be as follows:

- A. FIVE MILLION (5,000,000) Class A common voting shares having a par value of ONE CENT (\$0.01) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

- B. FIVE MILLION (5,000,000) Class B nonvoting common shares having a par value of ONE CENT (\$0.01) per share.

ARTICLE V: INITIAL REGISTERED AGENT
AND PRINCIPAL OFFICE

The principal office of the Corporation will be located at: 3301 NW 22nd Terrace, Suite 100F; Pompano Beach, FL 33069. The Board of Directors may, from time to time, move the principal office to any other address. The street address of the Initial Registered Agent Office and the name of the Initial Registered Agent at that office is: John Bishop, 5637 Pacific Blvd., Suite 2904; Boca Raton, FL 33433. The Board of Directors may, from time to time, change the Registered Agent to any other individual or address, within the State of Florida.

ARTICLE VI: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

John Bishop
Suite 2904
5637 Pacific Blvd.
Boca Raton, FL 33433

ARTICLE VII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of the Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on this 21st day of June, 1999.


John Bishop

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

UNITED CONTAINER CORPORATION

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its Initial Registered Agent Office as indicated in the Articles of Incorporation at:

Suite 2904
5637 Pacific Blvd.
Boca Raton, FL 33433

has named John Bishop, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-named corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Dated: June 21, 1999


John Bishop

FILED
99 JUN 22 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA