

P99000089756

423 LA RESERVE CIRCLE  
PONTE VEDRA BEACH, FL 32082  
904-285-8301

September 22, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002998452--1  
-09/27/99-01174-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: \_\_\_\_\_

Gentlemen:

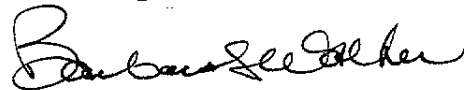
Enclosed for filing is an executed original of the Articles of Incorporation of Papi FL, Inc., together with the Certificate Designating Registered Agent and Registered Office.

Also enclosed is a check in the amount of \$70.00 to cover the filing fees:

|  |                |
|--|----------------|
| Filing fee   | \$35.00        |
| Designation of Registered Agent<br>and Registered Office | <u>35.00</u>   |
| Total  | <u>\$70.00</u> |

If you have any questions concerning this incorporation, please let me know.

Sincerely,



Barbara S. Walker

EFFECTIVE DATE

10-10-99

Enclosures

FILED  
99 OCT 11 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~WAT 2/2/99~~

T BROWN OCT 12 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 29, 1999

BARBARA S. WALKER  
PAPI FL, INC.  
423 LA RESERVE CIRCLE  
PONTE VEDRA BEACH, FL 32082

SUBJECT: PAPI FL, INC.  
Ref. Number: W99000022417

We have received your document for PAPI FL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 999A00047413

EFFECTIVE DATE

10-10-99

ARTICLES OF INCORPORATION  
OF

PACIFIC ATLANTIC PACKAGING INTERNATIONAL, INC.

FILED  
99 OCT 11 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is: PACIFIC ATLANTIC PACKAGING INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of voting common stock with a par value of \$1.00 per share. The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 423 La Reserve Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

corporation 423 La Reserve Circle, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation is P. G. Walker.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

| <u>Name</u>  | <u>Street Address</u>                                |
|--------------|--|
| P. G. Walker | 423 La Reserve Circle<br>Ponte Vedra Beach, FL 32082 |

Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VIII - BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX - INCORPORATOR

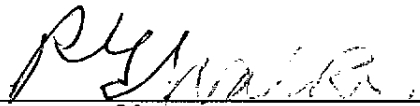
The name and street address of the incorporator of this corporation is:

|              |  |
|--------------|--|
| P. G. Walker | 423 La Reserve Circle<br>Ponte Vedra Beach, FL 32082 |
|--------------|--|

ARTICLE X - AMENDMENTS

This corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

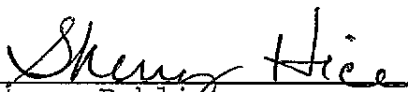
IN WITNESS WHEREOF, the incorporator has executed these Articles the 10th day of October, 1999.

  
\_\_\_\_\_  
P. G. Walker

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me the 10th day of October, 1999, by P. G. Walker, who is personally known to me.

  
\_\_\_\_\_  
Notary Public  
My Commission expires:



Sherry Hice  
MY COMMISSION # CC625829 EXPIRES  
March 30, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND**  
**REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

PACIFIC ATLANTIC PACKAGING INTERNATIONAL, INC. desiring to organize or qualify under the laws of the State of Florida, hereby designates P. G Walker its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 423 La Reserve Circle, Ponte Vedra Beach, Florida 32256.



P. G. Walker  
Incorporator

Dated: October 10, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



P. G. Walker

Dated: October 10, 1999

**FILED**  
99 OCT 11 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA