

Division of Corporations

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Florida Department of State
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Chemical Arc, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
CHEMICAL ARC, INC.

EFFECTIVE DATE
3-15-00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Chemical Arc, Inc.

ARTICLE II- PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 11440 -- 66th Street North, Largo, Florida 33773.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is 11440 -- 66th Street North, Largo, Florida 33773. The name of its registered agent at that address is Murry A. Vance.

ARTICLE V - CAPITAL STOCK

A. Authorized Capital Stock.

- (1) The maximum aggregate number of shares of common stock, par value of \$.0001 per share (the "Common Stock"), that this Corporation shall have authority to issue is 30,000,000 shares.
- (2) The maximum aggregate number of shares of preferred stock, par value \$.0001 per share (the "Preferred Stock"), that this Corporation shall have authority to issue is 5,000,000 shares.
- (3) No shareholder of any stock of the Corporation shall have preemptive rights. There shall be no cumulative voting by the shareholders of the Corporation.

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B. Preferred Stock.

- (1) Authority is hereby vested in the Board of Directors of the Corporation to provide from time to time for the issuance of Preferred Stock in one more series and, in connection therewith, to fix by resolution providing for the issue of such series the number of shares to be included and such of the designations, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions of such series, including without limitation, rights of redemption or conversion into Common Stock, to the fullest extent now or hereafter permitted by the Florida Business Corporation Act.
- (2) Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchases, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange or otherwise shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In cases the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized by unissued shares of Preferred Stock, undesignated as to series.

C. Provisions Relating to the Common Stock.

- (1) Dividends, Voting, and Dissolution. The Common Stock shall be subject to the express terms of the Preferred Stock, if any, and any class or series thereof. Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefore, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. In the event of any voluntary or involuntary liquidation dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available

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for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

Shares of Common Stock may be issued by the Corporation for such consideration, having a value of not less than the par value thereof, as is determined by the Board of Directors.

- (2) Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock.
- (3) Sales and Repurchases. The Board shall have the power to cause the Corporation to issue and sell shares of Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts or other legal entities (collectively, "persons") and for such consideration as the Board shall from time to time in its discretion determine, and as otherwise permitted by law. The Board shall have the power to cause the Corporation to purchase, out of funds legally available therefore, shares of Common Stock from such persons and for such consideration as the Board shall from time to time in its discretion determine, and as otherwise permitted by law.

ARTICLES VI - DIRECTORS

A. Number: Vacancies. The number of directors constituting the Board of Directors shall be determined by the Board of Directors, subject to the bylaws of the Corporation. Any vacancy in the Board of Directors, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, may be filled by the vote of either a majority of the directors then in office, though less than a quorum, or by the shareholders at the next annual meeting thereof or at a special meeting called for such purpose. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

B. Nominations of Director Candidates. After the date on which a registration statement, filed with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended, for an initial offering of its Common Stock in an underwritten public offering, becomes effective and the shares described in such registration statements are sold, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of

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persons for election to the Board at an annual or special meeting of shareholders may be made by or at the direction of the Board, by any nominating committee or person appointed by the Board, or by any shareholder of the Corporation entitled to vote for the election of directors at such meeting who complies with the procedures set forth in this Section B; provided, however, that nominations of persons for election to the Board at a special meeting may be made only if the election of directors is one of the purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act. Nominations of persons for election at a special meeting, other than nominations made by or at the direction of the Board, shall be made pursuant to notice in writing delivered to or mailed and received at the principal executive offices of the Corporation not later than the close of business on the fifth (5th) day following the date on which notice of such meeting is given to shareholders or made public, whichever first occurs. Nominations of persons for election at an annual meeting, other than nominations made by or at the direction of the board, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than one hundred twenty (120) days nor more than one hundred eighty (180) days prior to the first anniversary of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than thirty (30) calendar days earlier than the date contemplated by the previous year's notice of annual meeting, such notice by the shareholder to be timely must be so delivered or received not later than the close of business on the fifth (5th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth the following information: (a) as to each person whom the shareholder proposes to nominate for election or re-election as a director at the annual meeting, (i) the name, age, business address and residence address of the proposed nominee, (ii) the principal occupation or employment of the proposed nominee, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the proposed nominee, and (iv) any other information relating to the proposed nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Rule 14a under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving notice of nominees for election at the annual meeting, (i) the name and record address of the shareholder, and (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder. The Corporation may require any proposed nominee for election at an annual or special meeting of shareholders to furnish such other information as may be reasonably required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth herein. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the requirements of this Section B, and if should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded. The affirmative to of at least a majority of the directors or the holders of at least 66^{2/3}% of the voting power of the

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Corporation's voting stock is required to alter, amend or appeal, or adopt any provision inconsistent with the provision described in this paragraph.

ARTICLE VII – SHAREHOLDER MATTERS

A. Actions of Shareholders. After the date on which a registration statement, filed with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended, for an initial offering of the Common Stock in an underwritten public offering, becomes effective and the shares described in such registration statement are sold, any action required or permitted to be taken at any annual or special meeting of shareholders of this Corporation shall be taken only upon the vote of such shareholders at an annual or special meeting duly called in accordance with the terms of the Corporation's Bylaws, and may not be taken by written consent of such shareholders. The affirmative vote of at least a majority of the directors or the holders of at least 66^{2/3}% of the voting power of the Corporation's voting stock is required to alter, amend or appeal, or adopt any provision inconsistent with the provision described in this paragraph.

B. Call of Special Shareholders' Meeting. Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law) (i) the holders of not less than 33^{1/3}% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; (ii) the meeting is called by the Board pursuant to a resolution approved by a majority of the entire Board; or (iii) the meeting is called by the Chairman of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting. The affirmative vote of at least a majority of the directors or the holders of at least 66^{2/3}%

ARTICLE VIII – BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the corporation, subject to the power of the shareholders to adopt, amend or repeal such bylaws.

ARTICLE IX – INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, on the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida Law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida

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Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying and abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

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.

ARTICLE XI - TRANSFER RESTRICTIONS

A. Transfer Restrictions. No shares of Common Stock or Preferred Stock issued on or before April 1, 2000, or shares issuable upon conversion of such shares or shares issued as a result of any stock split, reverse stock split, stock dividend, or similar distribution with respect to such share (collectively, "Shares"), may be transferred except for the following:

- (i) transfers to the Corporation;
- (ii) transfers to existing shareholders of the Corporation;
- (iii) transfers by gift, bequest or operations of laws of decent, provided that the Shares in the hands of the transferee remain subject to the same restrictions on transfer as they were when held by the transferor;
- (iv) transfers to an entity unaffiliated with the Corporation pursuant to a merger, consolidation, stock for stock exchange or similar transaction involving the Corporation;
- (v) transfers by a partnership to its partners, provided that the Shares in the hands of the transferee remain subject to the same restrictions on transfer as they were when held by the transferor; or
- (vi) transfers which would be exempt from registration requirements of Section 5 of the Securities Act of 1933, as amended (the "Securities Act") by virtue of the exemption provided by Section 4(2) of the Securities Act if the transferor were

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the issuer of the Shares, provided that the transferee is an "accredited investor" within the meaning of Rule 501 (a) under the Securities Act and the Shares in the hands of such transferee remain subject to the same restrictions on transfer as they were when held by the transferor, or a transfer pursuant to an effective registration under the Securities Act.

These restrictions set forth in Section A of this Article X shall expire as to all Shares on the date on which the Corporation first becomes subject to the reporting requirements of the Securities Exchange Act of 1934, as amended.

B. Market Stand Off. In connection with the Corporation's first registration statement which is declared effective pursuant to the Securities Act, registering the initial public offering of Common Stock of the Corporation, upon the request of the Corporation, or in the case of a firm commitment underwriting, the representative of the underwriters (the "Representative"), no holder of Common Stock or Preferred Stock or securities convertible into or exercisable for Common Stock or Preferred Stock may, for such period as is specified by the Corporation or the Representative, up to a maximum of 180 days after the initial closing date of the offering, directly or indirectly, sell, offer to sell, contract to sell, make short sale of, loan, grant or any option for the sale of, transfer or otherwise dispose of, any share of Common Stock, Preferred Stock, or other securities convertible into or exercisable or exchangeable for Common Stock ("Securities"), directly or indirectly, other than (i) as a gift or gifts, (ii) by will or the laws of descent and distribution, (iii) with the prior written consent of the Representative or (iv) a transfer of any Securities in a non-public transaction, provided in each of the above cases that the donee or transferee shall be subject to the same restrictions.

ARTICLE XII- EFFECTIVE DATE

The effective date of this Corporation is March 15, 2000.

ARTICLE XIII - INCORPORATOR

The name of the Incorporator of the Corporation is Murry A. Vance and his address is 11440 - 66th Street North, Largo, FL 33773.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 15th day of March 2000.

CHEMICAL ARC, INC.

BY:



Murry A. Vance, President

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

That **Chemical Arc, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 11440 - 66th Street North, Largo, Florida 33773, has named Murry A. Vance, as its agent to accept service within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this Certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: March 15, 2000.


Murry A. Vance, Registered Agent

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