

F98000004695

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100002596581--4

-07/23/98--01067--002
*****70.00 *****70.00

SUBJECT: CHEMCO INDUSTRIES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JEROME B. SMITH, ESQ.

(Name of Person)

ROSENTHAL AND SMITH, LLP

(Firm/Company)

6345 Balboa Boulevard, Suite 330

(Address)

Encino, CA 91316

(City/State/Zip)

W98-16826

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 AUG 18 AM 8:12

FILED

Should you need to call someone concerning this matter, please call:

JEROME B. SMITH

(Name of Person)

at (818) 344-9900
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1998

RECEIVED

JEROME B. SMITH, ESQUIRE
ROSENTHAL AND SMITH LLP
6345 BALBOA BOULEVARD SUITE 330
ENCINO, CA 91316

SUBJECT: CHEMCO INDUSTRIES INC.
Ref. Number: W98000016826

We have received your document for CHEMCO INDUSTRIES 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 not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 198A00039079

ROSENTHAL AND SMITH, LLP

A LIMITED LIABILITY LAW PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

JEROME B. SMITH
RICHARD M. ROSENTHAL*
DENNIS W. FRIED

* A PROFESSIONAL CORPORATION

DAVID L. ALLEN
OF COUNSEL

ENCINO OFFICE PARK, BUILDING II
6345 BALBOA BOULEVARD, SUITE 330
ENCINO, CALIFORNIA 91316-1524

TELEPHONE (818) 344-9900
(213) 873-4703
(310) 274-1765
FACSIMILE (818) 344-9986
E-MAIL: RANDS44@AOL.COM

August 13, 1998

Lee Rivers
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Chemco Industries, Inc.
Ref. Number: W98000016826
Letter Number: 198A00039079

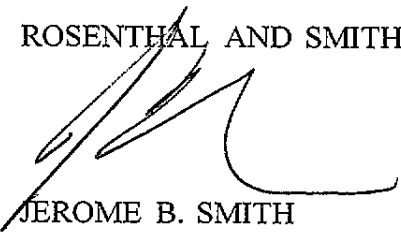
Pursuant to your letter of July 23, 1998 (a copy of which is enclosed), we return to you the requested corporate resolution adopting an alternate name for use in the state of Florida.

In reviewing the Application previously submitted, a typographical error was noted in section 4. The incorporation date is May 24, 1989. Enclosed is a corrected copy of the first page of the Application. It would be greatly appreciated to facilitate the filing of this Application if you could make the same correction on the original in your possession.

If you have any questions or require anything further, please do not hesitate to contact me. Thank you for your courtesy and cooperation in this matter.

Very truly yours,

ROSENTHAL AND SMITH, LLP



JEROME B. SMITH

JBS:pb
Enclosures

cc: Chemco Industries, Inc.

RESOLUTION OF BOARD OF DIRECTORS

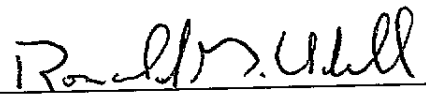
OF

CHEMCO INDUSTRIES, INC.

I, the undersigned, RONALD G. UDELL, do hereby certify that this Resolution of the Board of Directors of CHEMCO INDUSTRIES, INC., a corporation duly organized and existing under the laws of the State of California, was duly adopted on July 28, 1998.

RESOLVED, that CHEMCO INDUSTRIES, INC., organized and existing in the State of California, hereby adopts the name OPTIPURE INCORPORATED for use in Florida.

Dated: July 28, 1998



RONALD G. UDELL
Executive Vice President

FILED
98 AUG 18 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

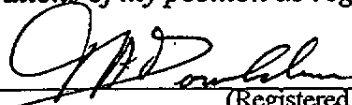
1. CHEMCO INDUSTRIES INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California
(State or country under the law of which it is incorporated)
3. 95-4222383
(FEI number, if applicable)
4. May 24, 1989
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6982 Bandini Boulevard
Los Angeles, CA 90040
(Current mailing address)
8. Food and pharmaceutical ingredients and other chemical distribution
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Thomas A. Donaldson

Office Address: 656 Soundview Drive
Palm Harbor, Florida, 34683
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: SATOMI TSUCHIBE

Address: 6982 Bandini Boulevard
Los Angeles, CA 90040

Vice Chairman: _____

Address: _____

Director: SATOMI TSUCHIBE

Address: 6982 Bandini Boulevard
Los Angeles, CA 90040

Director: HIROTOMO SHIRAKI

Address: 6982 Bandini Boulevard
Los Angeles, CA 90040

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: SATOMI TSUCHIBE

Address: 6982 Bandini Boulevard
Los Angeles, CA 90040

Vice President: RONALD G. UDELL

Address: 6982 Bandini Boulevard
Los Angeles, CA 90040

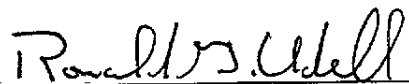
Secretary: ISAO AKUZAWA

Address: 6982 Bandini Boulevard
Los Angeles, CA 90040

Treasurer: SHUNICHI OKADA

Address: 6982 Bandini Boulevard
Los Angeles, CA 90040

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RONALD G. UDELL, Executive Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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98 AUG 18 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 24th day of May, 19 89,

CHEMCO INDUSTRIES INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

May 19, 1998



Bill Jones

Secretary of State