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LAW OFFICES OF
HORWITZ & FUSSELL

A PROFESSIONAL ASSOCIATION
17 EAST PINE STREET
ORLANDO, FLORIDA 32801
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MARK L. HORWITZ
MEMBER
FLORIDA, COLORADO
& DISTRICT OF COLUMBIA BARS

DAVID D. FUSSELL
.....
GLEN J. IOFFREDO
.....
OF COUNSEL
SAMUEL M. SPATZER

January 4, 2000

Via Federal Express

Department of the State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

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To whom it may concern:

Enclosed you will find an original and copy of the Articles of Incorporation of Beutel Silica U.S.A., Inc. for filing. I have also enclosed a check for \$78.75 to cover filing fees and to receive a certified copy.

Please return the certified copy by Federal Express Standard Overnight. I have enclosed a mailing label and envelope for that purpose.

Please feel free to call should you have any questions or need additional information regarding the enclosed.

Thank you for your attention to this matter.

Sincerely,

Renee B. McBurney

RENEE B. MCBURNEY
For the firm

/rbm

FILED
00 JAN -5 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 11 2000

**ARTICLES OF INCORPORATION
OF
BEUTEL SILICA U.S.A. , INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be: **BEUTEL SILICA U.S.A. ,
INC.** The address of the Corporation shall be:

C/O David Fussell, Esq.
Law Offices of Horwitz and Fussell, P.A.
17 E. Pine Street
Orlando, FL 32801

ARTICLE II- DURATION

This corporation shall exist in perpetuity as provided for in Florida
Statutes, Chapter 607.

ARTICLE III- PURPOSE

This corporation is organized to conduct any and all lawful business or act in
any manner lawful under the laws of the United States and the State of Florida,
including Florida Statutes, Chapter 607 (1999), generally known as The Florida
General Corporation Act or any other statute of the State of Florida not
inconsistent with Florida Statutes, Chapter 607 (1999).

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 100 shares of Common Stock with no par value per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

ARTICLE VI- PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of notice in writing from the corporation , stating the prices, terms, and conditions of the issue of the shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted within thirty days of receipt of notice from the

corporation.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 17 East Pine Street, Orlando, Florida 32801, and the name of the initial registered agent is David D. Fussell.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws. The names and street addresses of the first members of the Board of Directors, who shall hold office until the first meeting of shareholders or until successors are elected, are as follows:

David D. Fussell, 17 East Pine Street, Orlando, FL 32801.

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

David D. Fussell, 17 E. Pine Street, Orlando, Florida 32801

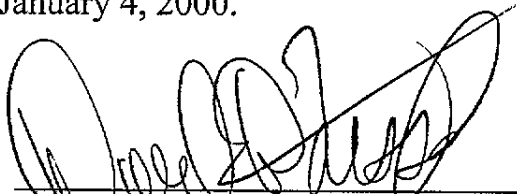
ARTICLE IX BY-LAWS

The shareholders shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or appealed by a majority vote of the shareholders. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders at any meeting expressly called for said purpose, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of January 4, 2000.


David D. Fussell

STATE OF FLORIDA)

COUNTY OF ORANGE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID D. FUSSELL personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 4th day of January, 2000.

Renee Beth McBurney

Notary Public

Print Name: Renee McBurney

My Commission Expires:



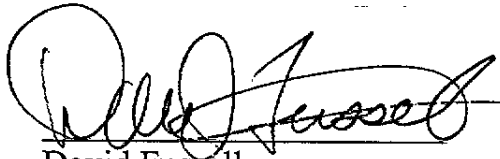
Renee Beth McBurney
My Commission CC819656
Expires March 21, 2003

Acceptance of Registered Agent

Having been named as Registered Agent for the above-stated corporation I 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 and I accept the duties and obligations of Florida Statute 607.0505, Florida Statutes (1999), including accepting service of process for the above stated corporation.

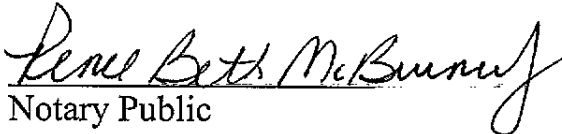
STATE OF FLORIDA)

COUNTY OF ORANGE)


David Fussell

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared David Fussell personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 4th day of January, 2000.



Notary Public

Print Name: Renee McBurney

My Commission Expires:



Renee Beth McBurney
My Commission CC819658
Expires March 21, 2003

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00 JAN -5 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA