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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****128.75 ****128.75

SUBJECT: Domestication of OneChem Ltd.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: Richard Noritake

Name (Printed or typed)

1717 N. Bayshore Dr. #2500

Address

Miami, FL 33132

City, State & Zip

305-539-5100

Daytime Telephone number

02 JUN -3 AM 9:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CERTIFICATE OF DOMESTICATION

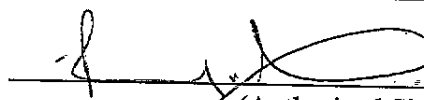
The undersigned, Richard Noritake CFO
(Name) (Title)

of OneChem Ltd.
(Corporation Name) a foreign Corporation,
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was June 16, 1999.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Bermuda.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was OneChem Ltd.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is OneChem Limited, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Bermuda - Qualified for doing business in Florida
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am CFO, of OneChem Ltd.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 24th day of May, 2002


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

In compliance with Chapter F.S., 607.

ARTICLE I NAME

The name of the corporation shall be:

OneChem Limited, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

1717 N. Bayshore Dr. #2500
Miami, FL 33132

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The general nature of the business to be transacted by this corporation
is to engage in any and all businesses permitted under the law of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is: Common: 33,349,504
Preferred A: 4,500,000 Preferred D: 2,000,000
Preferred C: 3,000,000 Preferred E: 2,555,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

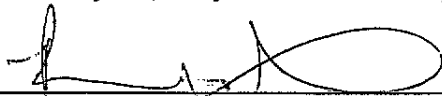
Richard Noritake, CFO
1717 N. Bayshore Dr. #2500
Miami, FL 33132

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Richard Noritake, CFO
1717 N. Bayshore Dr. #2500
Miami, FL 33132

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated
in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

May 23, 2002
Date



Signature/Incorporator

May 23, 2002
Date

02 JUN -3 AM 10:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS