



# P02000093393

ACCOUNT NO. : 072100000032

REFERENCE : 721857 12113A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

FILED STATE  
SECRETARY OF CORPORATIONS  
02 AUG 28 PM 12:44

ORDER DATE : August 27, 2002

ORDER TIME : 9:48 AM

ORDER NO. : 721857-005

CUSTOMER NO: 12113A

3000007389453--4

CUSTOMER: Mr. Jeffrey C. Teal  
Scarfone Hawkins Llp

Standard Life Centre  
Suite 1050, 120 King St. West  
Hamilton, Ontar, ON L8N 3P9

DOMESTIC FILING

NAME: SOLVENT FREE SOLUTIONS  
USA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 AUG 28 AM 10:37  
DIVISION OF CORPORATION

*8-28-02*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 AUG 28 PM 12:44

ARTICLES OF INCORPORATION

OF

**SOLVENT FREE SOLUTIONS USA INC.**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is:

SOLVENT FREE SOLUTIONS USA INC.

SECOND: The street address, wherever located, of the principal office of the corporation is:

8860 Polynesian Lane, Orlando, Florida 32836

The mailing address, wherever located, of the corporation is

8860 Polynesian Lane, Orlando, Florida 32836

\* \* \* \* \*

THIRD: The number and classes of shares that the corporation is authorized to issue are as follows:

- i. 500 Class A Special shares
- ii. 500 Class B Special shares
- iii. 500 Class C Special shares
- iv. 500 Class A Common shares
- v. 500 Class B Common shares

The rights, restrictions, provisions and limitations attaching to each class of shares shall be as follows:

CLASS A SPECIAL SHARES

- (i) A holder of a Class A Special Share or Shares or a fractional share shall be entitled to receive, to the exclusion of the holders of all other classes of shares, dividends and the corporation shall pay dividends thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Class A Special shares shall be declared and paid in equal amounts per share on all Class A Special shares at the time outstanding.
- (ii) The Corporation shall have the right to redeem at any time the whole or, from time to time, any lesser number of the then outstanding Class A Special Share or Shares or a fractional share on payment for each Class A Special Share to be redeemed the sum of One Dollar (\$1.00) (known as the "Class A Special Share Redemption Amount" where used or referred to in these articles) and in the case of a fractional share such proportionate amount of the Class A Special Share Redemption Amount, together with the amount of any dividends that are declared and unpaid, upon thirty (30) days written notice to each holder of the Class A Special Share or Shares to be redeemed given in such manner as notice may, by the by-laws of the Corporation, be given to the shareholders; if notice of any such redemption be given, and an amount sufficient to redeem the Class A Special Share or Shares, called for redemption be deposited with a bank or banks, specified in the notice, on or before the date fixed for redemption, then the Class A Special Share or Shares called for redemption shall be redeemed on the redemption date specified in the notice and the rights of the holders thereof shall be limited to receiving without interest, their proportionate part of the total redemption price so deposited upon presentation and surrender of the certificate or certificates for the Class A Special Share or Shares then held by them respectively.
- (iii) A holder of a Class A Special Share or Shares shall be entitled to require the Corporation to redeem at any time or times all or any part of the Class A Special Share or Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate or certificates representing the Class A Special Share or Shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying:
  - (a) that the registered holder desires to have the Class A Special Share or Shares represented by such certificate or certificates redeemed by the Corporation; and,
  - (b) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class A Special Share or Shares.

Such request in writing shall specify a Redemption Date which shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation.

Upon receipt of the share certificate or share certificates representing the Class A Special Share or Shares which the registered holder desires to have the Corporation redeem, together with such a request, the Corporation shall on the Redemption Date, redeem such of the Class A Special Share or Shares by paying to the registered holder the Class A Special Share Redemption Amount for each share redeemed, together with the amount of any dividends thereon declared and unpaid. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time. The said Class A Special Share or Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such share or shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of the holders of the Class A Special Share or Shares in respect thereof unless payment of the Class A Special Share Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of the Class A Special Share or Shares shall remain unaffected.

- (iv) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the Corporation's assets among the shareholders by repayment of capital, the holders of the Class A Special Share or Shares shall be entitled to receive before any distribution of any part of the assets of the Corporation among the holders of any other shares the said Class A Special Share Redemption Amount per share and any dividends declared thereon and unpaid and no more.
- (v) No dividends shall be declared or paid or set apart on any other class of shares if the fair market value of the net assets of the Corporation would fall below the aggregate redemption amount of the then issued and outstanding Class A Special Shares plus any declared but unpaid dividend or dividends on those Class A Special Shares.
- (vi) The holders of the Class A Special shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class A Special share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

The provisions of paragraphs (i) to (vi) inclusive shall apply mutatis mutandis to fractional Class A Special Shares.

#### CLASS B SPECIAL SHARES

The Class B Special Shares shall rank junior to the Class A Special Shares and be subject in all respects to the rights, conditions and limitations attaching to the Class A Special Shares. Subject to the prior rights of the Class A Special Shares, the Class B Special Shares shall carry and be subject to the following rights, preferences, provisions, limitations, conditions and restrictions:

- (i) Subject to the prior rights of the holders of any other shares ranking senior to the Class B Special shares with respect to priority in the payment of dividends, the holders of Class B Special shares shall be entitled to receive, to the exclusion of the holders of all other classes of shares, dividends and the corporation shall pay dividends thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Class B Special shares shall be declared and paid in equal amounts per share on all Class B Special shares at the time outstanding.
- (ii) The Corporation shall have the right to redeem at any time the whole or, from time to time, any lesser number of the then outstanding the Class B Special Share or Shares or a fractional share on payment for each share to be redeemed the sum of One Dollar (\$1.00) (known as the "Class B Special Share Redemption Amount" where used or referred to in these articles) and in the case of a fractional share such proportionate amount of the Class B Special Share Redemption Amount, together with the amount of any dividends that are declared and unpaid, upon thirty (30) days written notice to each holder of the Class B Special Share or Shares to be redeemed given in such manner as notice may, by the by-laws of the Corporation, be given to the shareholders; if notice of any such redemption be given, and an amount sufficient to redeem the Class B Special Share or Shares, called for redemption be deposited with a bank or banks, specified in the notice, on or before the date fixed for redemption, then the Class B Special Share or Shares called for redemption shall be redeemed on the redemption date specified in the notice and the rights of the holders thereof shall be limited to receiving without interest, their proportionate part of the total redemption price so deposited upon presentation and surrender of the certificate or certificates for the Class B Special Share or Shares then held by them respectively.
- (iii) A holder of a Class B Special Share or Shares shall be entitled to require the Corporation to redeem at any time or times all or any part of the Class B Special Share or Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate or certificates representing the Class B Special share or shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying:
  - (a) that the registered holder desires to have the Class B Special Share or Shares represented by such certificate or certificates redeemed by the Corporation; and,
  - (b) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class B Special Share or Shares.

Such request in writing shall specify a Redemption Date which shall not be less than

thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of the share certificate or share certificates representing the Class B Special Share or Shares which the registered holder desires to have the Corporation redeem, together with such a request, the Corporation shall on the Redemption Date, redeem such of the Class B Special Share or Shares by paying to the registered holder the Class B Special Share Redemption Amount for each share redeemed, together with the amount of any dividends thereon declared and unpaid. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being. The said Class B Special Share or Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such share or shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of the holders of the Class B Special Share or Shares in respect thereof unless payment of the Class B Special Share Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of this the Class B Special Share or Shares shall remain unaffected.

- (iv) Subject to the rights, privileges, restrictions and conditions attaching to the Class A Special Shares, in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the Corporation's assets among the shareholders by repayment of capital, the holders of the Class B Special Share or Shares shall be entitled to receive before any distribution of any part of the assets of the Corporation among the holders of any other shares of the Corporation ranking junior to the Class B Special Shares the said Class B Special Share Redemption Amount per share and any dividends declared thereon and unpaid and no more.
- (v) No dividends shall be declared or paid or set apart on any other class of shares ranking junior to the Class B Special shares if the fair market value of the net assets of the Corporation would fall below the aggregate redemption amount of the then issued and outstanding Class A and Class B Special Shares plus any declared but unpaid dividend or dividends on those Class A and Class B Special Shares.
- (vi) Each holder of the Class B Special Share or Shares shall be entitled to receive notice of or attend at all meetings of shareholders of the Corporation. At all meetings at which notice must be given to the holders of the Class B Special Share or Shares, each holder of a Class B Special Share or Shares shall be entitled to one (1) vote in respect of each Class B Special Share or Shares held by him.

The provisions of paragraphs (i) to (vi) inclusive shall apply mutatis mutandis to fractional Class B Special Shares.

#### CLASS C SPECIAL SHARES

The Class C Special Shares shall rank junior to the Class A Special Shares and Class B Special Shares and be subject in all respects to the rights, conditions and limitations attaching to

the Class A Special Shares and the Class B Special shares. Subject to the prior rights of the Class A Special Shares and Class B Special Shares, the Class C Special Shares shall carry and be subject to the following rights, preferences, provisions, limitations, conditions and restrictions:

- (i) Subject to the prior rights of the holders of any other shares ranking senior to the Class C Special shares with respect to priority in the payment of dividends, the holders of Class C Special shares shall be entitled to receive, to the exclusion of the holders of all other classes of shares, dividends and the corporation shall pay dividends thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Class C Special shares shall be declared and paid in equal amounts per share on all Class C Special shares at the time outstanding.
- (ii) The Corporation shall have the right to redeem at any time the whole or, from time to time, any lesser number of the then outstanding Class C Special Share or Shares or a fractional share on payment for each share to be redeemed the sum of One Dollar (\$1.00) (known as the "Class C Special Share Redemption Amount" where used or referred to in these articles) and in the case of a fractional share such proportionate amount of the Class C Special Share Redemption Amount, together with the amount of any dividends that are declared and unpaid, upon thirty (30) days written notice to each holder of the Class C Special Share or Shares to be redeemed given in such manner as notice may, by the by-laws of the Corporation, be given to the shareholders; if notice of any such redemption be given, and an amount sufficient to redeem the Class C Special Share or Shares, called for redemption be deposited with a bank or banks, specified in the notice, on or before the date fixed for redemption, then the Class C Special Share or Shares called for redemption shall be redeemed on the redemption date specified in the notice and the rights of the holders thereof shall be limited to receiving without interest, their proportionate part of the total redemption price so deposited upon presentation and surrender of the certificate or certificates for the Class C Special Share or Shares then held by them respectively.
- (iii) A holder of a Class C Special Share or Shares shall be entitled to require the Corporation to redeem at any time or times all or any part of the Class C Special Share or Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate or certificates representing the Class C Special share or shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying:
  - (a) that the registered holder desires to have the Class C Special Share or Shares represented by such certificate or certificates redeemed by the Corporation; and,
  - (b) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class C Special

#### Share or Shares.

Such request in writing shall specify a Redemption Date which shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of the share certificate or share certificates representing the Class C Special Share or Shares which the registered holder desires to have the Corporation redeem, together with such a request, the Corporation shall on the Redemption Date, redeem such of the Class C Special Share or Shares by paying to the registered holder the Class C Special Share Redemption Amount for each share redeemed, together with the amount of any dividends thereon declared and unpaid. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being. The said Class C Special Share or Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such share or shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of the holders of the Class C Special Share or Shares in respect thereof unless payment of the Class C Special Share Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of this the Class C Special Share or Shares shall remain unaffected.

- (iv) Subject to the rights, privileges, restrictions and conditions attaching to the Class A Special Shares and the Class B Special shares, in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the Corporation's assets among the shareholders by repayment of capital, the holders of the Class C Special Share or Shares shall be entitled to receive before any distribution of any part of the assets of the Corporation among the holders of any other shares of the Corporation ranking junior to the Class C Special Shares the said Class C Special Share Redemption Amount per share and any dividends declared thereon and unpaid and no more.
- (v) No dividends shall be declared or paid or set apart on any other class of shares ranking junior to the Class C Special shares if the fair market value of the net assets of the Corporation would fall below the aggregate redemption amount of the then issued and outstanding Class A, Class B and Class C Special Shares plus any declared but unpaid dividend or dividends on those Class A, Class B and Class C Special Shares.
- (vi) Each holder of the Class C Special Share or Shares shall be entitled to receive notice of or attend at all meetings of shareholders of the Corporation. At all meetings at which notice must be given to the holders of the Class C Special Share or Shares, each holder of a Class C Special Share or Shares shall be entitled to one (1) vote in respect of each Class C Special Share or Shares held by him.

The provisions of paragraphs (i) to (vi) inclusive shall apply mutatis mutandis to fractional Class C Special Shares.



### CLASS A COMMON SHARES

The Class A common shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) Subject to the prior rights of any other shares ranking senior to the Class A common shares with respect to priority in the payment of dividends, the holders of Class A common shares shall be entitled, to the exclusion of the holders of all other classes of shares, to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Class A common shares shall be declared and paid in equal amounts per share on all Class A common shares at the time outstanding.
- (ii) In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A, Class B and Class C Special Shares and to any other shares ranking senior to the Class A common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Class A common shares shall be entitled to receive the remaining property and assets of the Corporation pro rata with the holders of the Class B common shares without preference or priority.
- (iii) The holders of the Class A common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class A common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.
- (iv) The Class A common shares shall rank junior to the Class A, Class B and Class C Special Shares and shall rank equally with the Class B common shares, save and except with respect to the declaration and payment of dividends.

The provisions of paragraphs (i) to (vi) inclusive shall apply mutatis mutandis to fractional Class A common shares.

### CLASS B COMMON SHARES

The Class B common shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) Subject to the prior rights of the holders of any other shares ranking senior to the Class B

common shares with respect to priority in the payment of dividends, the holders of Class B common shares shall be entitled, to the exclusion of the holders of all other classes of shares, to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Class B common shares shall be declared and paid in equal amounts per share on all Class B common shares at the time outstanding.

- (ii) In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A, Class B and Class C Special Shares and to any other shares ranking senior to the Class B common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Class B common shares shall be entitled to receive the remaining property and assets of the Corporation pro rata with the holders of the Class A common shares without preference or priority.
- (iii) The holders of the Class B common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class B common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.
- (iv) The Class B common shares shall rank junior to the Class A, Class B and Class C Special Shares and shall rank equally with the Class A common shares, save and except with respect to the declaration and payment of dividends.

The provisions of paragraphs (i) to (iv) inclusive shall apply mutatis mutandis to fractional Class B common shares.

\* \* \* \* \*

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
George Loney	41 Amalia Crescent R.R. #1 Belwood, Ontario Canada N0B 1J0

\* \* \* \* \*

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

\* \* \* \* \*

SEVENTH: The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and

unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision

thereof, and all rights connected therewith or appertaining thereunto;

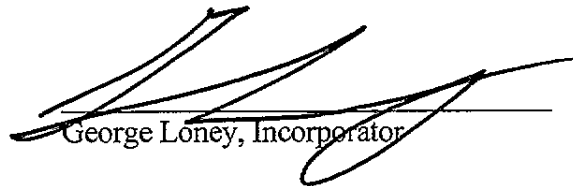
(c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

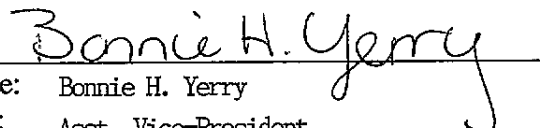
NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

  
George Loney, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By:   
Name: Bonnie H. Yerry  
Title: Asst. Vice-President  
Date: August 27, 2002