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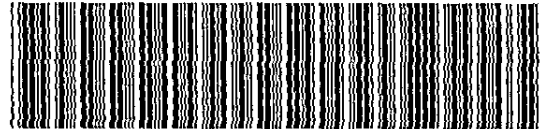
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LAW OFFICES OF  
**STEVENS & CULMER**

SHELDON D. STEVENS, P.A.  
JOSEPH E. CULMER, P.A.

MAILING ADDRESS:  
POST OFFICE BOX 541760  
MERRITT ISLAND, FLORIDA 32954-1760

230 S. COURTENAY PARKWAY  
MERRITT ISLAND, FL 32952  
TELEPHONE (321) 453-2255  
FAX (321) 453-1110

November 4, 2005

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: Formation of Corporation - Liquid Rubber U.S.A., Inc.**

Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for Liquid Rubber U.S.A., Inc. Inasmuch as Liquid Rubber U.S.A., LLC was formed prior to forming the above corporation, I have also enclosed the Consent from Manager, Don Tetrault, consenting to the formation of said corporation. For that purpose, I have enclosed our Office Account Check No. 1559 in the sum of \$87.50 which represents the fee for filing the enclosed as well as providing a certified copy and certificate status.

If you should have any questions in regard to the enclosed, please do not hesitate to contact my office.

Sincerely,

  
JOSEPH E. CULMER

JEC/smf

Enclosures: as stated

## CONSENT

The undersigned is the Manager/Owner of **Liquid Rubber U.S.A., LLC**, a limited liability company formed on May 9, 2005.

As Manager of said company, I hereby give my consent that the name Liquid Rubber U.S.A. can be used for the formation of a Florida for profit corporation.

Dated this 14<sup>th</sup> day of July, 2005.

LIQUID RUBBER U.S.A., LLC

BY: \_\_\_\_\_

  
DON TETRAULT, Manager

**ARTICLES OF INCORPORATION**  
**OF**  
**LIQUID RUBBER U.S.A., INC.**

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DIVISION OF CORPORATION  
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**ARTICLE I – NAME**

The name of this corporation is Liquid Rubber, U.S.A., Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is 385 122<sup>nd</sup> Street, Marathon, FL 33050.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in every aspect of the business of distributing a protective liquid rubber coating to prevent water and corrosion damage. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having no par value.

**ARTICLE V – INITIAL OFFICERS AND/OR DIRECTORS**

The names, addresses and specific titles for the officers in this corporation are as follows:

John Jovan Bilbija, President  
17 Manitou Lane

Kagawong, Manitoulin  
Ontario  
Canada  
POP 1 J0

Donald Tetrault, Vice President Sales and Marketing  
7581 Riverview Line  
Chatham, Ontario  
N7M5J5

Thomas Leboeuf, Vice President Operations  
7567 Riverview Line  
Chatham, Ontario  
N7M5J5

#### **ARTICLE VI - REGISTERED AGENT**

The name and Florida street address of the registered agent is Joseph E. Culmer, Esquire, 230 S. Courtenay Parkway, Merritt Island, FL 32952.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the Incorporator signing these articles is:

Joseph E. Culmer  
230 S. Courtenay Parkway  
Merritt Island, FL 32952

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the 4<sup>th</sup> day of November, 2005.

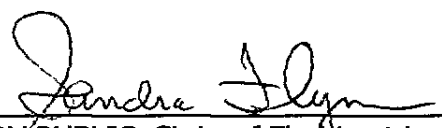
  
\_\_\_\_\_  
JOSEPH E. CULMER, INCORPORATOR

STATE OF FLORIDA

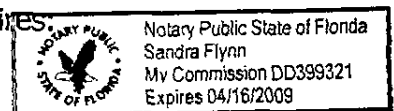
COUNTY OF BREVARD

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

**IN WITNESS WHEREOF**, I have set my hand and seal in the State and County above, this 4<sup>th</sup> day of November, 2005.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large

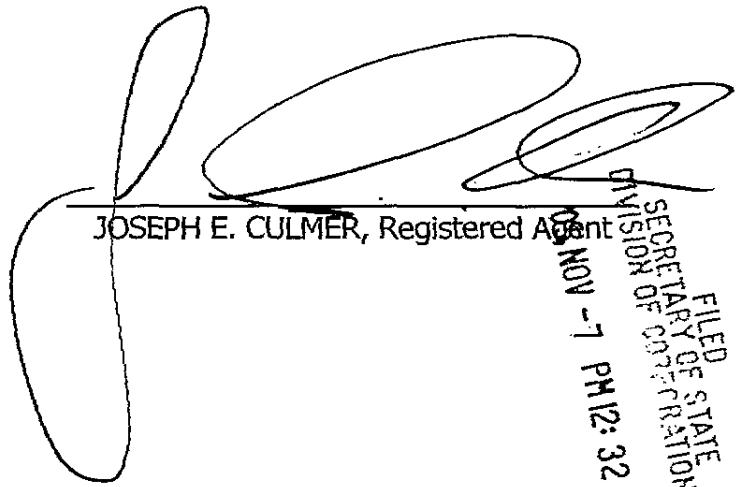
My commission expires



### **ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 hereby 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.

Dated: November 4, 2005



JOSEPH E. CULMER, Registered Agent

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