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S & B ENTERPRISES, INC.

1350 Sheeler Road
Apopka, Florida 32703

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TAL.

February 14, 1995

Department of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

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-02/17/95--01112--009
****172.50 ****172.50

RE: SCHULMAN INDUSTRIES, INC.

Dear Sir or Madam:

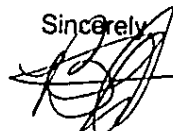
Enclosed please find the original and a duplicate copy of the Articles of Incorporation of the above-proposed corporation, together with the Certificate Designating Registered Agent and Fictitious Name certificate.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to this office.

Also enclosed is a check in the amount of \$172.50 to cover the \$35.00 filing fee, \$52.50 for the certified copy of the Articles of Incorporation, \$35.00 for the Certificate Designating Registered Agent and \$50 Fictitious Name Certificate, together with a self-addressed, stamped envelope for your convenience is forwarding the copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,



BECKY CLARK

Enclosures

FILED
95 FEB 17 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AKC
2/16

ARTICLES OF INCORPORATION

OF

SCHULMAN INDUSTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of the corporation is SCHULMAN INDUSTRIES, INC..

ARTICLE II

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE III

GENERAL PURPOSE

The purpose for which the corporation has been formed is:
To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares of common stock having par value of (\$.10) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V

INITIAL PRINCIPAL PLACE OF BUSINESS AND
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal place of business of the corporation shall be 431 Cutter Court, Orlando, Florida 32835. The street address and the name of the initial registered agent of the corporation at such address is Brett Schulman, 431 Cutter Court, Orlando, Florida 32835.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and street address of the directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
Brett Schulman	431 Cutter Court Orlando, Florida 32835

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator of the corporation is:

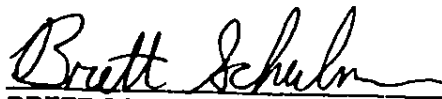
Brett Schulman	431 Cutter Court Orlando, Florida 32835
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ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation, this 22nd day of February, 1995.



BRETT SCHULMAN

As Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF ORANGE

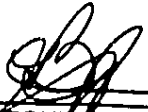
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **BRETT SCHULMAN**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and

acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 22nd day of February, 1995, at Orange County, Florida.



OFFICIAL SEAL
BECKY J. CLARK
My Commission Expires
June 15, 1996
Comm. No. CC 209698



BECKY J. CLARK, Notary Public
State of Florida at Large
My Commission Expires: June 15, 1996
Commission No.: CC 209698

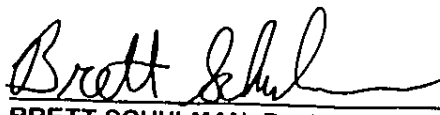
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48,091, Florida Statutes, the following is submitted in compliance with said Act:

That **SCHULMAN INDUSTRIES, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Apopka, County of Orange, State of Florida, has named **BRETT SCHULMAN**, located at **431 Cutter Court, Orlando, Florida 32835** as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.



BRETT SCHULMAN, Registered Agent

FILED
95 FEB 17 11 9 23
CLERK OF DISTRICT COURT
JANUARY 1995