

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32314
904-222-9171
904-222-0193 FAX

CSO networks

800-342-8086

P95000015270

95 FEB 23 PM 2:21

DIVISION OF CORPORATION

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

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REFERENCE : 547543 147179A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 23, 1995

ORDER TIME : 9:53 AM

ORDER NO. : 547543

CUSTOMER NO: 147179A

CUSTOMER: E. Ross Zimmerman, Esq.
E. ROSS ZIMMERMAN & ASSOCIATES

Suite 108
7797 North University Drive
Fort Lauderdale, FL 33321

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~~*****70.00 *****70.00~~

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*****70.00 *****70.00

DOMESTIC FILING

P95000015270

NAME: RESTOREX, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

TH
2-23-95
01

FILED
95 FEB 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
95 FEB 23 PM 2:07
CLERK OF THE CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE I NAME

The name of the Corporation shall be:

Restorex, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

Williamsville Executive Center
5500 Main Street
Williamsville, New York 14221

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares

No share or shares of the corporation shall at any time be transferred to any person without either:

- A. the consent of the majority of the directors to be signified by resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors; or
- B. the consent of the shareholders of not less than 51% of all votes attached to then outstanding shares of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by each of the shareholders.

ARTICLE IV INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

E. Ross Zimmerman, Esquire

E ROSS ZIMMERMAN & ASSOCIATES, P.A.
7797 North University Drive
Suite 108
Tamarac, Florida 33321

ARTICLE V DURATION

The duration of the Corporation is perpetual.

ARTICLE VI PURPOSE

The general purpose for which the Corporation is organized are:

- A. To engage in the business of general contracting.
- B. To engage in any business or trade which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- C. To do such things that as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

President/Secretary:
Barbara Santamaria
30 Helen Drive
Thornhill, Ontario Canada
L4J1J7

Vice President/Treasurer:
Xavier Santamaria
30 Helen Drive
Thornhill, Ontario Canada
L4J1J7

ARTICLE VIII OTHER PROVISIONS

- 1. The board of directors may from time to time, in such

amounts as it deems appropriate:

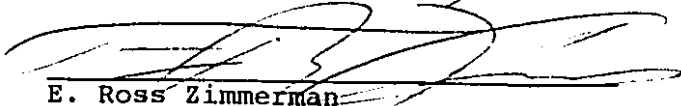
- a. borrow money on the credit of the Corporation;
 - b. issue, sell, pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
 - c. charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, franchises and undertaking, to secure any debt obligations or money borrowed, or other debt liability of the Corporation.
2. The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board, all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.
 3. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after termination of that employment to be, shareholders of the corporation, is limited to not more than fifty (50). Two or more persons who are the joint registered owners of one or more shares shall be counted as one shareholder.
 4. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

E. Ross Zimmerman, Esquire
E. ROSS ZIMMERMAN & ASSOCIATES, P.A.
7797 North University Drive
Tamarac, Florida 33321

The undersigned incorporator has executed these Article of Incorporation this 22nd day of February, 1995.


E. Ross Zimmerman

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 FEB 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

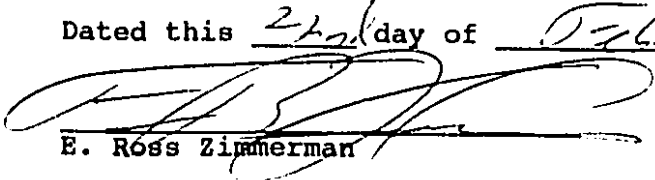
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the Corporation is: RESTOREX, INC.
2. The name and address of the initial registered agent and
office is:

E. Ross Zimmerman, Esquire
E. ROSS ZIMMERMAN & ASSOCIATES, P.A.
7797 North University Drive
Suite 108
Tamarac, Florida 33321

Having been named registered agent and to accept service
of process for the above stated corporation at the place
so designated in this certificate, 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 a registered
agent.

Dated this 24th day of February, 1995.


E. Ross Zimmerman