

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

CSO networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 547902 80515A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : February 23, 1995

ORDER TIME : 2:25 PM

ORDER NO. : 547902

CUSTOMER NO: 80515A

300001414163

CUSTOMER: Matthew W. Burns, Esq
MATTHEW W. BURNS, ESQ

P.O. Box 1226

Destin, FL 32541

DOMESTIC FILING

NAME: EMERALD LABS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

TL
2-24-95
C2/A

FILED
95 FEB 23 PM 8:24
SECTION 1
TALLAHASSEE, FLORIDA

P95000015378

800-342-8081

95 FEB 23 PM 3:13

**ARTICLES OF INCORPORATION
OF
EMERALD LABS, INC.**

Article I - Name and Status

The name of this corporation is EMERALD LABS, INC. The corporation shall be a corporation for profit pursuant to Chapter 607 of Florida Statutes.

Article II - Principal Office; Mailing Address

The address of the principal office of the corporation is 104 Country Club Drive, West, Destin, Florida 32541. The mailing address of the corporation is P.O. Box 1866, Destin, Florida 32540.

Article III - Duration

This corporation shall exist perpetually, commencing with the date of filing.

Article IV - Purpose

This corporation is organized to carry on the operation of producing and marketing chemical products and product application systems, and for the purpose of transacting any or all other lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Article VI - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their name:

GERALD J. HAYWOOD and wife, MARY L. HAYWOOD,
as tenants by the entirety

51 SHARES

ROBERT GEORGE HARMER and wife, PAT BARNES HARMER,
as tenants by the entirety

49 SHARES

FILED
95 FEB 23 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII - Preemptive Rights

The corporation may, through its by-laws provide that, with regard to certain shares of the stock of the corporation as designated in such by-laws, every holder of such designated shares, upon the issuance or any sale for bonafide consideration of any new stock of this corporation of the same kind, class or series as that designated stock which he already holds shall have the right to purchase her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

Article VIII - Restriction on Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article VI. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-laws of this corporation, or by written agreement between the corporation and the shareholders.

Article IX - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 104 County Club Drive, West, Destin, Florida 32541, and the name of the initial registered agent of this corporation at that address is PAT BARNES HARMER, who evidences acceptance of this appointment by her signature below.

Article X - Powers of Directors Held By The Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall

be managed under the direction of the shareholders of record, each of whom shall have one (1) vote in the affairs of the corporation for each share of stock of the corporation owned by the said shareholder. The powers and duties conferred or imposed upon directors by virtue of Florida Statutes shall be instead conferred or imposed upon the shareholders.

Article XI - Incorporators

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

PAT BARNES HARMER
104 Country Club Drive, West
Destin, FL 32541

Until shares of stock in this corporation have been issued, the incorporator shall have the power to adopt, amend, or repeal a corporate seal and a form for stock certificates, and to authorize the officers appointed herein to receive subscriptions for stock and to issue stock pursuant to such subscriptions and as provided for in these Articles. Subsequent to the initial issuance of shares of stock in this corporation, such power shall be held and exercised by the shareholders as provided elsewhere herein, or as specified in the By-laws.

Article XII - Officers

The initial officers of the corporation and the names of the persons initially holding office are set forth below:

PAT BARNES HARMER	President
ROBERT GEORGE HARMER	Vice-President
MARY L. HAYWOOD	Secretary
GERALD J. HAYWOOD	Executive Vice-President/Treasurer

Upon adoption of By-laws, all corporate officers, manner of election, manner of removal and of filling vacancies, and terms of office shall be as prescribed in said By-laws. Prior to the adoption of By-laws, corporate offices may be created, abolished,

or merges, and officers may be removed and vacancies in offices filled by unanimous vote of the shareholders.

Article XIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

Article XIV - Indemnification

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

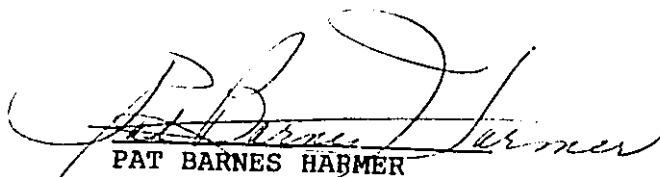
Article XV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Article XVI - Tax Article

It is the intention of this Charter that the incorporator shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code. Further, the shareholders of the corporation are hereby authorized, by appropriate resolution, to elect to have the corporation file its income tax returns pursuant to the provisions of Subchapter "S" of the Internal Revenue Code, but such election is not hereby made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of February, 1995.


PAT BARNES HARMER
104 Country Club Drive, West
Destin, FL 32541

STATE OF FLORIDA)

COUNTY OF OKALOOSA)

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared PAT BARNES HARMER, who is known to me 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 hereunto set my hand and affixed my official seal in the State and County aforesaid this 22 day of February, 1995.



Name:

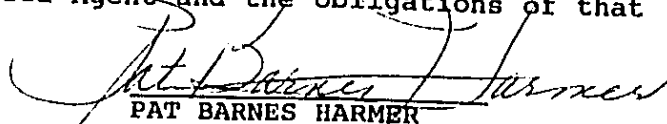
Notary Public 4/24/97

My commission expires:

Jo Tanner
Florida Notary Public
Commission #CC 280802
Commission Expires 4/24/97

Acceptance of Appointment as Registered Agent

The undersigned, pursuant to F.S. 607.0501, states that the undersigned is familiar with the obligation, and hereby accepts appointment as such Registered Agent and the obligations of that position.




PAT BARNES HARMER
104 Country Club Drive, West
Destin, FL 32541
Registered Agent

STATE OF FLORIDA)

COUNTY OF OKALOOSA)

SWORN TO AND SUBSCRIBED before me this 22 day of February, 1995, by PAT BARNES HARMER, who is known to me or who presented FL H656 66237940 as identification.



Name:

Notary Public 4/24/97

My Commission Expires:

Jo Tanner
Florida Notary Public
Commission #CC 280802
Commission Expires 4/24/97