

P95000024591

Eckhard Biller B.Sc.B.A

2309 IDA WAY, West Palm Beach, Florida 33415

Phone: 1 800 877-7840

March 08, 1995

FLORIDA DEPARTMENT OF STATE

New Filing Section

Division of Corporations

P.O. BOX 6327

Tallahassee, Florida 32314

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Application	:	NEW CORPORATION
Corporate Name	:	ECKHARD III - INDUSTRIES, INC. (USA)
Incorporator	:	Eckhard Biller
Corporation articles	:	4 pages
Note	:	Please return after filing, articles and certificate, to; Eckhard Biller, 194 William Street, Delhi, N4B 1M4, Ontario, Canada.

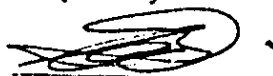
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FILED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

Dear Sir;

We are enclosing herewith all necessary documents as required for new corporation registration, together with the statutory remittance fee of 122.50 dollars.

respectfully submitted



Eckhard Biller

SDG

621-621
619-621
509
671

W95-5651



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1995

ECKHARD BILLER
194 WILLIAM ST.
DELHI, N4B 1M4
ONTARIO, CANADA,

SUBJECT: ECKHARD III - INDUSTRIES, INC. (USA)
Ref. Number: W9500005651

We have received your document for ECKHARD III - INDUSTRIES, INC. (USA) and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 095A00011355

ARTICLES OF INCORPORATION

OF

ECKHARD III - INDUSTRIES, INC. (USA)

ARTICLE I.- NAME

The Name of the Corporation is ECKHARD III-INDUSTRIES, INC. (USA)

ARTICLE II.- DURATION

The period of the duration of the corporation is Perpetual.

ARTICLE III.- PURPOSE

This corporation is formed to engage in/and conduct the general business of manufacturing, blending, packaging, selling wholesale and retail, environmentally safe products, such as specialized cleaners, oil spill dispersants, fire-suppressants and furthermore engage in issuing non exclusive licensing agreements on intellectual property, to manufacture, sell and distribute worldwide.

And further engage in any other business activity as permitted under the Laws of the United States.

ARTICLE IV.- CAPITAL STOCK

The Corporation is authorized to issue (5000) fivethousand class "B" preferred shares at (500) fivehundred dollars par value each, and (5000) fivethousand class "C" shares at a par value of (500) fivehundred dollars each.

Class "C" shares shall be non-voting shares, and class "B" shall be voting shares.

ARTICLE V.- CAPITAL STOCK LEGEND

Each share certificate issued by the corporation shall bear the following Legend.

Transfer of shares contained in the Articles of Incorporation is subject to restrictive terms contained in the Articles of Incorporation. A purported transfer of stock may be invalid under these terms. A copy of the Articles may be obtained by writing,

THE REGISTERED OFFICE OF THE CORPORATION.

ARTICLE VI.- CAPITAL STOCK RESTRICTIONS

The corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the corporation shall have any preemptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation, or any securities exchangeable for/or convertible into such shares, or any warrants or other instruments evidencing rights options to subscribe for, purchase, or otherwise acquire such shares.

FILED
SECRETARY OF STATE
JAN 20 2006
CORPORATE DIVISION

ARTICLE VII.- "S" CORPORATION-STATUS

The shareholders of the corporation, during that period, shall have the right to purchase the said stock at a price equal to the corporate earnings for the previous fiscal year multiplied by the percentage interest in the corporation that the stock would represent upon liquidation.

Should more than one shareholder desire to purchase the stock, each such electing shareholder shall be entitled to purchase that portion equal to the ratio of his liquidation interest in the corporation over the sum of the liquidation interest of the electing shareholders.

ARTICLE VIII.- VOTING

At each election for directors every preferred class "B" shareholder entitled to vote at such election shall have the right to vote on a one vote per share basis.

ARTICLE IX.- DISSOLUTION and LIQUIDATION

All class " B " preferred share holders shall be entitled upon liquidation or winding-up of the corporation, to repayment of the amount paid for such share, plus any declared and unpaid dividends, in priority to the class "C" common share holders, but they shall not confer a right to any further participation in profits or corporate assets.

All class " C " common share holders shall be entitled to receive the remaining property of the corporation upon dissolution.

ARTICLE X.- DIVIDEND (class "B" preferred shares)

At the end of each calendar year the corporation shall distribute to its shareholders, on a pro rata basis, a dividend in an amount equal to at least (20%) twenty percent of the total distributive class "B" preferred shares, of taxable income reportable for that year by each preferred shareholder under the Internal Revenue Laws of the United States.

ARTICLE XI.- DIVIDEND (class "C" shares)

At the end of each calendar year the corporation shall distribute, to its class "C" common shareholders, a dividend as stipulated by the Board of Directors.

ARTICLE XII.- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of directors, and preferred class "B" shareholders.

ARTICLE XIII. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Any amendment of this articles hereof shall require the consent of 70 percent of the preferred shares entitled to vote. It shall further require the consent of 100 percent of the shares entitled to vote to amend the Articles in any fashion likely to evoke the corporation's "S" Corporation status.

ARTICLE XIV. - BORROWING-POWERS

If authorized by by-law which is duly made by the directors, and confirmed by ordinary resolution, the directors of the corporation may from time to time

- a.) borrow money upon the credit of the corporation;
- b.) issue, reissue, sell or pledge debt obligations of the corporation; and
- c.) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired to secure any debt obligation of the corporation.

ARTICLE XV. - QUORUM

Except as otherwise required by statute, or by certificate of incorporation, a majority of the shares issued and outstanding, and entitled to vote, represented by the holders in person, or by proxy, shall be requisite at all meetings to constitute a quorum for election of Directors, or the transaction of any other business.

If, however, such majority shall not be present at any such meeting, the shareholders present and entitled to vote thereat, shall have power to adjourn the meeting, until the requisite amount of voting shares shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE XVI. - BOARD of DIRECTORS

This corporation shall have five directors initially, and the number of directors may be either increased or diminished from time to time, by the bylaws, but shall never be less than three.

" No person otherwise qualified shall be elected or appointed as a director unless such person beneficially owns at least one class "B" preferred share issued by the corporation".

ARTICLE XVII. - REGISTERED OFFICE & AGENT

The Post address of the registered office of the corporation is
2309 IDA WAY, West Palm Beach, Florida, 33415
Eckhard Biller

ARTICLE XVIII.- PRINCIPAL OFFICE

The Post address of the Principal Office of the corporation is
2309 IDA WAY, West Palm Beach, Florida, 33415

ARTICLE XIX.- BOARD of DIRECTORS

The number of initial directors is five and the names and addresses of the initial directors are;

Eckhard Biller	2309 IDA WAY, West Palm Beach, Florida, 33415, USA
Sonja Biller	194 William Street, Delhi, N4B 1M4, Ontario, Canada
Jounana Namek	2309 IDA WAY, West Palm Beach, Florida, 33415, USA
Jack Bakerdjian	189 Hollyberry, Willowdale, M2H 2P3, Ontario, Canada
Mike-Sangh	220 Bristol Rd. West, Mississauga, L5R 2H1, Ontario, Canada

ARTICLE XX.- INCORPORATOR

Eckhard Biller 2309 IDA WAY, West Palm Beach, Florida, 33415, USA

I, Eckhard Biller the undersigned Incorporator have heronto set my hand and seal
this 20th, day of March, 1995 for the purpose of forming this corporation,
and I hereby make and cause to be filed in the office of the Secretary of the
State of Florida these Articles of Incorporation.

I, Eckhard Biller the Incorporator for this corporation am familiar with and accept
the duties and responsibilities for said corporation.



Eckhard Biller

(Incorporator)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000024591

John D. Kurtz, Chartered

Attorney at Law

388 S. Military Trail • West Palm Beach, Florida 33415

Phone: (407) 684-0550 • Fax: (407) 684-3825

October 24, 1996

Secretary of State
P.O. Box 6327 409 East Gaines Street
Tallahassee, Florida 32314 99

Re: ECKHARD III-INDUSTRIES, INC (USA)

SH 11/13

FILED
96 NOV 12 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Please find enclosed the original and duplicate copy of the amendment to the Articles of Incorporation for the above corporation. The duplicate has been subscribed and acknowledged in the same manner as the original. Please endorse the your approval of the amendment to the Articles of Incorporation on the duplicate copy, certify it and return it to the undersigned.

I have also enclosed a check to the in the sum of \$87.50 to cover the filing fees. Please return the certification to the undersigned by Federal Express as soon as possible after filing. I am enclosing a prepaid preaddressed Federal Express label for this purpose..

Thank You

John D. Kurtz

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1996

John D. Kurtz, Chartered
388 S. Military Trail
West Palm Beach, FL 33415

SUBJECT: ECKHARD III - INDUSTRIES, INC. (USA)
Ref. Number: P95000024591

We have received your document for ECKHARD III - INDUSTRIES, INC. (USA) and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the document.

Since the amendment was adopted by the directors, it must be signed by a director. Please list the title of Director along with President under the signature of Eckhard Biller.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 296A00050071

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ECKHARD III-INDUSTRIES, INC. (USA)**

Pursuant to the provisions of Chapter 67 of the Florida Statute, **ECKHARD III-INDUSTRIES, INC. (USA)** adopts the following amendment to its Articles of Incorporation:

1. Article IV of the Articles of Incorporation is amended to read as follows:

The Corporation is authorized to issue One Hundred Thousand (100,000) Class "B" Preferred shares at One Dollar (\$1.00) par value each and One Hundred Thousand (100,000) Class "C" shares at One Dollar (\$1.00) par value each

2. Article VI is deleted from these Articles of Incorporation.

3. Article VII is deleted from these Articles of Incorporation.

4. Article X is deleted from these Articles of Incorporation and shall be provided for in the By-Laws of the Corporation.

5. Article XI is deleted from these Articles of Incorporation and shall be provided for in the By-Laws of the Corporation

These amendment was approved by a majority of the Board of Directors of the Corporation authorized to vote on such amendments at a special meeting held at West Palm Beach, Florida on the 16th day of October, 1996 Shareholder approval is not required for this amendment.

Dated: October 16, 1996.


By: Eckhard Biller, President & Director

State of Florida
County of Palm Beach

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, that the foregoing instrument was acknowledged by Eckhard Biller the President of the aforesaid Corporation, who are personally known to me or who produced N/A Personally Known as identification and who did (did not) take an oath, and they acknowledged that the above was duly authorized as set forth above.

Witness my hand and official seal in the County and State last aforesaid, this 16th day of October, 1996.

JOHN D. KURTZ
Notary Public, State of Florida
My Commission Expires Nov. 8, 1997
Commission No. AA 722687


Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA