



904-222-9070  
904-222-0393 FAX

**P9500025853**

ACCOUNT NO. : 072100000032

REFERENCE : 569295 9052A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 31, 1995

ORDER TIME : 10:27 AM

ORDER NO. : 569295

CUSTOMER NO: 9052A

CUSTOMER: Robert W. Darnell, esq  
DAVIS PERSSON SMITH & DARNELL

Suite 406  
2033 Main Street  
Sarasota, FL 34237

000001445060  
-03/31/95--01057--005  
\*\*\*120.50 \*\*\*122.50

DOMESTIC FILING

NAME: RETEC POLYMERS, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN MAR 31 1995

FILED  
MAR 31 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Davis, Persson, Smith & Darnell

Attorneys and Counselors At Law  
A Partnership of Professional Associations  
2033 Main Street, Suite 406  
Sarasota, Florida 34237  
(813) 365-4950

March 30, 1995

David D. Davis\*  
David P. Persson\*  
Kevin P. Smith  
Robert W. Darnell  
Barbara B. Levin  
Barry R. Lewis, Jr.

Robert P. Rosin  
Of Counsel  
Telecopier  
(813) 365-3259

\* Also licensed to practice in Illinois  
\* Qualified in Administrative and Governmental Law under  
the Florida Designation Plan  
Also licensed to practice in Louisiana and Massachusetts

1057-3

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: RETEC POLYMERS, INC.

Dear Sir or Madam:

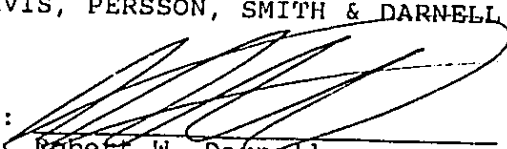
Enclosed please find original and duplicate of Articles of Incorporation for the above referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CIS COURIER.

DAVIS, PERSSON, SMITH & DARNELL

By:

  
Robert W. Darnell

RWD:cw  
Enclosures

ARTICLES OF INCORPORATION  
OF  
RETEC POLYMERS, INC.

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FILED  
95 MAR 31 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

RETEC POLYMERS, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 6227 N. Washington Blvd., Sarasota, FL 34241.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 2033 Main Street, Suite 406, Sarasota, FL 34237 and the registered agent at such office is Robert W. Darnell.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Maurice E. O'Neill  
280 Sorrento Ranches Drive  
Nokomis, FL 34275

James A. Smith  
4639 Meadowview Circle  
Sarasota, FL 34233

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the

Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

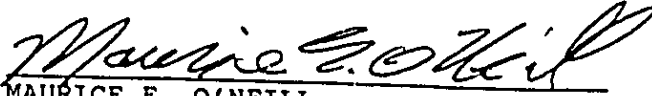
#### ARTICLE X - INCORPORATORS

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

Maurice E. O'Neill  
280 Sorrento Ranches Drive  
Nokomis, FL 34275

James A. Smith  
4639 Meadowview Circle  
Sarasota, FL 34233

The undersigned have executed these Articles this 29  
day of MARCH, 1995.

  
MAURICE E. O'NEILL

  
JAMES A. SMITH

"INCORPORATORS"

Having been named as Registered Agent and to accept service of process for RETEC POLYMERS, INC. at the place designated in the Articles, 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 Registered Agent.

3/29/95  
Date

  
ROBERT W. DARNELL, Registered Agent