

ULMER & BERNE

ATTORNEYS AT LAW

Bond Court Building
1300 East Ninth Street, Suite 900
Cleveland, Ohio 44114-1583
Telecopier (216) 621-7488 Telex 201999 UBLAW
(216) 621-8400

JEFFREYS. GRAY

May 5, 1995

In Columbus
88 East Broad Street, Suite 1980
Columbus, Ohio 43215-3506
Telecopier (614) 228-8561
Telephone (614) 228-8400

VIA AIR MAIL EXPRESS

Department of State
Division of Corporations
400 E. Gaines Street
Tallahassee, Florida 32399

Re: Fluoroguard, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation and Acceptance of Service as Registered Agent regarding the formation of a new corporation to be known as "Fluoroguard, Inc." Accordingly, enclosed is this firm's check for \$12.50 to cover the filing fee. Please return time-stamped copies to me in the enclosed envelope.

If for any reason you cannot file the enclosed documents, please call me collect before you return them to me. It is imperative that these documents be filed and returned to the undersigned as quickly as possible.

Thank you for your prompt consideration in this matter.

Sincerely,

Jeffrey S. Gray

182/lab
Enclosures

U.S. MAIL PERMIT NO. 1000 TALLAHASSEE, FL 32301

400001479674
-05/08/95--01157--012
****122.50 ****122.50

FILED
MAY 11 1995
U.S. MAIL
TALLAHASSEE, FL 32301

**ARTICLES OF INCORPORATION
OF
FLUOROGUARD, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be: Fluoroguard, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be: 24500 Chagrin Boulevard, Suite 315, Beachwood, Ohio 44122.

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock without par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. The holders of said stock are entitled to receive the net assets of the corporation upon dissolution.

FILED
SERIAL - 9 11 6 03
TALLAHASSEE, FLORIDA

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1200 South Pine Island Road, Plantation, Florida 33324, and the initial registered agent of this corporation at such office shall be CT Corporation System. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

U-B Corporation

1300 East Ninth Street, Suite 900
Cleveland, Ohio 44114

ARTICLE 6

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

U-B Corporation

By


Assistant Secretary

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, CT Corporation System, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 2ND day of May, 1995.

CT Corporation System

By: Michael P. Nakon

Michael P. Nakon, Asst. Secy.

FILED
95 MAY -3 PM 9:03
TALLAHASSEE, FLORIDA