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REFERENCE : 6124A0

COST LIMIT : 0 70.00

ORDER DATE : June 8, 1995

ORDER TIME : 10:0 AM

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ORDER NO. : 612480

CUSTOMER NO:

93254

CUSTOMER: Richard Ross, Esq

RICHARD S. ROSS, ESO

Senator Building

13899 Biscayne Boulevard North Miami Bea, FL 33181

DOMESTIC FILING

NAME: U.S.A. CHEMICAL CORP.

<u>xx</u>	ARTICLES OF	INCORPORATION
	CERTIFICATE	OF LIMITED PARTHERCUTE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

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EXAMINER'S INITIALS:

FILED 95 JUN -9 AHII: 38

ARTICLES OF INCORPORATION

U.S.A. CHEMICAL CORP.

OF

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: U.S.A. CHEMICAL CORP.

The address of the principal office of this corporation shall be 7816 Northeast 2nd Avenue, Miami, Florida 33138, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tollahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Michel Lubin Dir. 7816 Northeast 2nd Avenue Miami, Florida 33138

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michel Lubin Pres. 7816 Northeast 2nd Avenuo Miami, Florida 33138

Esthor St. Proux Sec./Treas.

Samo

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISON

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE X. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Comapny, has hereunte set their hand and seal of Corporation Service Company on June 9, 1995.

CORPORATION SERVICE COMPANY

By: X(NAC) P (NATA)

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

: Activa C. I-line

its Agent, Laura R. Duniag

CLD/dks