

P95000045312

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
95 JUN -6 PM 5:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Bio-Clean MARKETING Group Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

MICHAEL FABRIZI

Name (printed or typed)

2200 CORP. Blvd NW Suite 314A

Address

BOCA RATON FL 33431

City, State & Zip

407-998-0339

Daytime Telephone number

300001508473
-06/06/95--01059--016
*****78.75 *****78.75

BZ 6/1/95

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

ARTICLE I - Name

The name of this corporation is Bio-Clean Marketing Group Inc.

ARTICLE II - Principal Office

The mailing address of this corporation shall be:
Suite 314C
2200 Corporate Blvd. N.W.
Boca Raton FL 33431

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of
of \$.01 par value common stock which shall be designated as
"Common Shares".

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this
corporation is Suite 314A, 2200 Corporate Blvd. N.W., Boca
Raton, FL 33431. The name of the initial registered agent
of this corporation at that address is CPN/PPO Inc., a
Florida corporation.

ARTICLE V - Initial Board of Directors

The Corporation shall initially have two (2) directors
to hold office until the first annual meeting of
stockholders and directors have been duly elected and
qualified. The number of Directors may be either increased
or decreased from time to time in accordance with the By-
laws of the Corporation. The name and address of the initial
Directors are:

- (1) Michael J. Fabrizi
2200 Corp. Blvd. NW
Suite 314
Boca Raton FL 33431
- (2) Joseph Gualtieri
2200 Corp. Blvd. NW
Suite 314
Boca Raton FL 33431

ARTICLE VI - Incorporator

The name and address of the Incorporator signing these Articles is:

Michael J. Fabrizi
CPN/PPO Inc., a Florida Corporation
2200 Corp. Blvd. NW, Suite 314A
Boca Raton, FL 33431

ARTICLE VII - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - IRC Stock Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX - Indemnification

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

ARTICLE X - Amendment

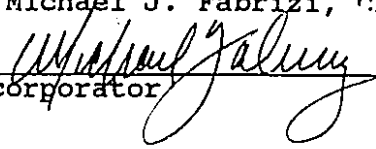
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed Articles of Incorporation on the date of signing.

Dated: _____

5/31/95

CPN/PPO Inc.
by Michael J. Fabrizi, CEO


Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Bio-Clean Marketing Group Inc.

2. The name and address of the registered agent and office is:

MICHAEL FABRIZI
(NAME)

2200 CORP. BLVD. NW. SUITE 314A

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

BOCA RATON FL 33431
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(SIGNATURE)

5/31/95
(DATE)

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July 5, 1997

Florida Department of State
PO Box 6327
Tallahassee FL 32314

Dear Florida Department of State:

Please note the following change of address for my company:

Bio Clean Marketing Group Inc.

New Address: Michael Fabrizi, CEO
c/o BCMG Inc.
13715 Ishnala Circle
Wellington FL 33414

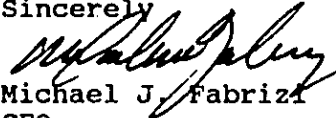
New Phone: 1-561-602-4572 or 1-561-798-5310

FEI Number: 65-0591759

Please make this address and telephone change effective:
Immediately 6/7/97

Thank you for your timely attention to this matter.

Sincerely


Michael J. Fabrizi
CEO

KS 7/10