

Document Number Only

19500048789

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

200001520762
-06/22/95--01063--006
*****70.00 *****70.00

International Chemical Technologies, Inc.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/ g/s

☐ After 4:30

☒ Pick Up

| |
|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

3:00

6/22/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

6/22/95
[Signature]

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

International Chemical Technologies, Inc.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: International Chemical Technologies, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: c/o Neville, Peterson & Williams
80 Broad Street, New York, NY 10004

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000 Common

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

| | |
|------------|--|
| <u>N/A</u> | |
| | |
| | |

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

| <u>CLASS</u> | <u>PREFERENCES</u> | <u>LIMITATIONS</u> | <u>RELATIVE RIGHTS</u> |
|--------------|--------------------|--------------------|------------------------|
| <u>N/A</u> | | | |
| | | | |

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

| | |
|------------|--|
| <u>N/A</u> | |
| | |
| | |

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

| <u>SERIES</u> | <u>RELATIVE RIGHTS</u> | <u>PREFERENCES</u> |
|---------------|------------------------|--------------------|
| <u>N/A</u> | <u></u> | <u></u> |
| <u></u> | <u></u> | <u></u> |
| <u></u> | <u></u> | <u></u> |

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

The Directors, by a vote of 2/3 may authorize the issuance of one thousand
preferred shares of a single series. Said preferred shares shall have no
voting rights.

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: set forth in the bylaws of the corporation as may be adopted by a 2/3 vote of the Board of Directors at its initial meeting

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED
AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS three, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

David C. Williams

James A. Marino

all c/o Neville, Peterson & Williams
80 Broad Street
New York, NY 10004

(FLA - 1959)

-2-

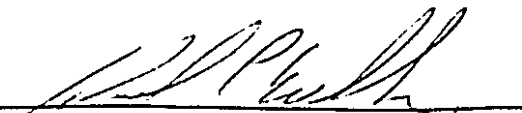
Margaret R. Polito

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS: (L L) same as above

| | |
|--------------------|--------------------------|
| David C. Williams | All/ 80 Broad Street |
| Margeret R. Polito | 34th Floor |
| James A. Marino | New York, New York 10004 |

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION


THIS 21st DAY OF June, 1995.



SIGNATURE/TITLE
Director / Incorporator



SIGNATURE/TITLE
Director / Incorporator

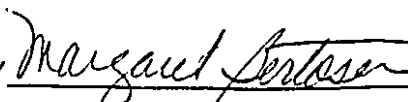


SIGNATURE/TITLE
Director / Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED _____, 19____.

BY 

MARGARET BERTOSEN
ASSISTANT SECRETARY

(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)

STATEMENT OF INCORPORATORS
IN LIEU OF ORGANIZATION
MEETING
OF
International Chemical Technologies, Inc.

The articles of incorporation of this corporation having been filed in the office of the Secretary of State, the undersigned, being all of the incorporators named in said articles, do hereby state that the following actions were taken on this day for the purpose of organizing this corporation:

1. Bylaws for the regulation of the affairs of the corporation were adopted by the undersigned incorporators and were ordered inserted in the minute book immediately following the copy of the articles of incorporation and before this instrument.

2. The following persons were elected as directors to hold office until the first annual meeting of shareholders or until their respective successors are elected and qualified:

David C. Williams

James A. Marino

Margaret R. Polito

3. The following persons were elected as officers to hold office until the election of their successors:

David C. Williams

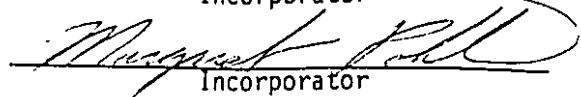
President/Treasurer

4. The board of directors was authorized, in its discretion, to issue the shares of the capital stock to the full amount or number of shares authorized by the articles of incorporation, in such amounts and for such considerations as from time to time shall be determined by the board of directors and as may be necessary for the business of the corporation and as may be permitted by law.

Dated, June 21 1995.


Incorporator


Incorporator


Incorporator

INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.
6055 S.W. Mapp Road
Palm City, Florida 34990
407-220-0688

February 29, 1996

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -7 PM 3:29

Re: Document Number P95000048789
Change of Registered Office/Registered Agent
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.

Dear Madam/Sir:

Enclosed is a completed copy of your "Statement of Change of Registered Office or Registered Agent or Both for Corporations."

Also enclosed is a check in the amount of \$35.00 to cover the fees associated with this change of registered office and registered agent.

Please feel free to call me at the above-referenced number if you have any questions.

Very truly yours,



Kyle E. Gillman
President
International Chemical
Technologies, Inc.

Enclosures

12/11/96

TLL MAR 12 1996

OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: INTERNATIONAL CHEMICAL
TECHNOLOGIES, INC.
- 1b. The mailing address of the corporation is: c/o NEVILLE, PETERSON &
WILLIAMS, 80 BROAD STREET, NEW YORK, NY 10004
- 1c. Date of Incorporation: JUNE 22, 1995 Document number: P95000048789

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

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
CITY OF PLANTATION, FL 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

KYLE E. GILLMAN
6055 S.W. MAPP ROAD
PALM CITY, FL 34990

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -7 PM 3:29

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Kyle E. Gillman
(Signature of an officer, chairman or
vice chairman of the board)

FEBRUARY 28, 1996
(Date)

KYLE E. GILLMAN, PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Kyle E. Gillman
(Signature of Registered Agent)

FEBRUARY 28, 1996
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.
6055 S.W. Mapp Road
Palm City, Florida 34990
407-220-0688

May 29, 1996

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700001849397
-06/04/96--01067--001
*****35.00 *****35.00

Re: Document Number P95000048789
Amendment to Articles of Incorporation
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.

Dear Madam/Sir:

Enclosed is a copy of our Articles of Amendment to the Articles of Incorporation of International Chemical Technologies, Inc. and its accompanying Certificate of Corporate Officer.

Also enclosed is a check in the amount of \$35.00 to cover the fees associated with this Amendment.

Please feel free to call me at the above-referenced number if you have any questions.

Very truly yours,



Kyle E. Gillman
President
International Chemical
Technologies, Inc.

Enclosures

96 JUN -3 PM 3:31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend

JUN 11 1996

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -3 PM 3:31

The following provision of the Articles of Incorporation of International Chemical Technologies, Inc., a Florida corporation ("Corporation"), filed with the Department of State on June 22, 1995, Charter Number P95000048789, be and it is hereby amended as shown below:

Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:


**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation consists of 10,000,000 shares of common stock, par value \$.001 per share.

The foregoing amendment was adopted by Corporate Action by all the Directors of this Corporation, effective as of May 29, 1996, no shares of this Corporation having been issued.

IN WITNESS WHEREOF, the undersigned, being a Director of this Corporation, has executed these Articles of Amendment, as of May 29, 1996.

DIRECTOR:



Kyle E. Gillman, Director

**CERTIFICATE OF CORPORATE OFFICER
OF
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.**

The undersigned hereby certifies to the following for the purpose of Amending the Articles of Incorporation of International Chemical Technologies, Inc..

1. He is the duly elected President of International Chemical Technologies, Inc. ("Corporation") and, as such, he is authorized, among other things, to execute and deliver this Certificate on behalf of this Corporation.

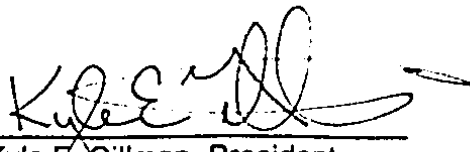
2. The following Resolution, adopted on the 29th day of May, 1996 by the Board of Directors of this Corporation, increasing the total authorized capital stock of this Corporation, is a true and correct copy of such Resolution; such Resolution has not been amended, rescinded or modified in any manner, is in full force and effect as of the date hereof, and is not inconsistent with any provision in this Corporation's Articles of Incorporation or Bylaws or any other Resolution currently in effect:

RESOLVED, that the Articles of Incorporation of this Corporation be amended to change Article III, as provided in the attached Articles of Amendment to said Articles of Incorporation.

3. The attached copy of the Articles of Incorporation of this Corporation filed on June 22, 1995 (Exhibit A hereto), and the attached copy of an Amendment to said Articles of Incorporation, filed on May 29, 1996 (Exhibit B hereto), changing the authorized capital stock of this Corporation from "1,000 shares of common stock" to "10,000,000 shares of common stock, par value \$.001 per share" are true and correct as certified by the Secretary of State of Florida on May 29, 1996, respectively, and have not been rescinded or modified in any manner; and no other charter documents have been filed or adopted by this Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal for the purposes herein expressed.

Dated as of May 29, 1996.



Kyle E. Gillman, President

(CORPORATE SEAL)

P95000048189

INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.
6055 S.W. Mapp Road
Palm City, Florida 34990
407-220-0688

July 5, 1996

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001895498
-07/16/96--01178--009
*****35.00 *****35.00

Re: Document Number P95000048789
Amendment to Articles of Incorporation
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.

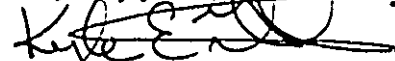
Dear Madam/Sir:

Enclosed is a copy of our Articles of Amendment to the Articles of Incorporation of International Chemical Technologies, Inc. and its accompanying Certificate of Corporate Officer.

Also enclosed is a check in the amount of \$35.00 to cover the fees associated with this Amendment.

Please feel free to call me at the above-referenced number if you have any questions.

Very truly yours,



Kyle E. Gillman
President
International Chemical
Technologies, Inc.

Enclosures

5a:florida6.ltr

Amend

VS JUL 25 1996

FILED
96 JUL 16 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.**

FILED
96 JUL '6 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following provision of the Articles of Incorporation of International Chemical Technologies, Inc., a Florida corporation ("Corporation"), filed with the Department of State on June 22, 1995, Charter Number P95000048789, be and it is hereby amended as shown below:

Article V of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

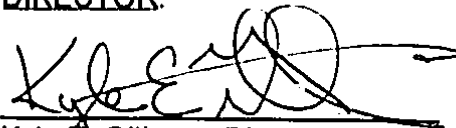
**ARTICLE V
PREFERRED SHARES**

The Corporation is authorized to issue 400,000 shares of preferred stock, of which all 400,000 shares shall carry the Designation, Preference and Rights of the Series A 10% Cumulative Convertible Preferred Stock as set forth in the attached Exhibit 1.

The foregoing amendment was adopted by Corporate Action by all the Shareholders of this Corporation on May 29, 1996, and ratified by all of the Directors of this Corporation, effective as of July 1, 1996.

IN WITNESS WHEREOF, the undersigned, being a Director of this Corporation, has executed these Articles of Amendment, as of July 1, 1996.

DIRECTOR:



Kyle E. Gillman, Director
President

5a:amend.003

INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.

CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS

OF

SERIES A 10% CUMULATIVE CONVERTIBLE PREFERRED STOCK

Pursuant to Section 607.0602 of the Florida Revised Business Corporation Act, Kyle E. Gillman and C. Edward McComas certify that (1) they are the duly elected and acting President and Secretary, respectively, of International Chemical Technologies, Inc., a Florida corporation (the "Corporation"); and (2) pursuant to authority expressly granted to and vested in the Board of Directors by the provisions of the Corporation's Articles of Incorporation, the Board of Directors adopted a resolution on July 1, 1996 creating a series of preferred stock designated as "Series A 10% Cumulative Convertible Preferred Stock," and fixing the voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions of the shares of such series as follows:

I. Designation of Series and Number of Shares.

A series of preferred stock is hereby designated "Series A 10% Cumulative Convertible Preferred Stock" (hereinafter referred to as "Series A Preferred Stock"), and the number of shares that shall constitute such series shall be 400,000 shares, \$.001 par value, which number of shares may be decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors. Shares of Series A Preferred Stock shall be issued and become outstanding as determined by the Board of Directors from time to time.

1. Dividends.

Holders of shares of Series A Preferred Stock are entitled to receive, when, as and if declared by the Board of Directors, preferential cumulative dividends in cash in the amount of \$.55 per share per annum, payable quarterly on the 15th day of January, April, July and October in each year, commencing January 15, 1997 (each of the quarterly periods ending on the 15th day of the months specified above is hereinafter referred to as a "quarterly dividend period"). Dividends on shares of the Series A Preferred Stock accrue from and after the first day of the first quarterly dividend period commencing after the date of issuance and are cumulative from the date of accrual (regardless of whether or not there are net profits or net assets of the Company legally available for the payment of dividends during any such quarterly dividend period) so that, if at any time the full amount of cumulative dividends upon the Series

A Preferred Stock to the end of the last completed quarterly dividend period will not have been paid, or declared and a sum sufficient for payment thereof set apart, the amount of the cumulative deficiency in the dividends will be fully paid, but in all cases without interest, before any dividend may be declared or paid or any other distribution ordered or made upon, or any purchase or redemption made of, any stock ranking as to dividends or upon liquidation junior to the Series A Preferred Stock (other than a dividend payable in the junior stock, or a purchase or redemption made by issue or delivery of the junior stock).

All dividends declared upon the shares of the Series A Preferred Stock and any other preferred stock or preference stock ranking on a parity as to dividends with the Series A Preferred Stock will be declared pro rata, so that the amounts of dividends declared per share on the Series A Preferred Stock and the parity preferred stock and preference stock, will in all cases bear to each other the same ratio that aggregate accrued dividends on the shares of the Series A Preferred Stock and the other preferred stock and preference stock bear to each other. Holders of shares of the Series A Preferred Stock will not be entitled to any dividends, whether payable in cash, property or stock, in excess of the cumulative dividends specified herein (and, in particular, will not be entitled to share in any dividends declared on shares of common stock of the Corporation ("Common Stock") or any preferred stock or preference stock ranking junior to the Series A Preferred Stock as to dividends).

2. Conversion of Series A Preferred Stock into Common Stock.

The holders of record of Series A Preferred Stock shall have the right, at their option, to convert such shares into shares of Common Stock at any time prior to the expiration of five years from the date of issuance of such Series A Preferred Stock in accordance with and subject to the following terms and conditions:

a. Such shares shall be convertible at the office of the Corporation's Secretary (or at such other place or places as may be designated by the Corporation by notice to the holders of record of the Series A Preferred Stock) into fully paid and non-assessable shares of Common Stock at the rate of one share of Common Stock for each share of Series A Preferred Stock, subject to adjustment as provided below.

b. In order to convert shares of Series A Preferred Stock into Common Stock, the holder thereof shall surrender certificate(s) representing the number of Series A Preferred Stock shares being converted, duly endorsed to the Corporation or in blank, or accompanied by proper instruments of transfer to the Corporation or in blank (or, in the case of a lost or destroyed certificate, proof of loss or destruction and indemnity as required by the Corporation), to the Corporation's Secretary, and shall give written notice to the Corporation of the holder's election to convert the same and shall state therein the name or names in which the holder wishes the certificate or

certificates for Common Stock to be issued. If the certificates for Common Stock are to be issued in a name or names other than the name in which such Series A Preferred Stock was registered, the holder of the certificates being surrendered shall with such written notice pay to the Secretary a sum to cover any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Secretary that such tax has been paid or is not due and payable. The Corporation's Secretary will, as soon as practicable thereafter, deliver at such office to such holder, or to his nominee or nominees, a certificate or certificates for the number of full shares of Common Stock to which the holder shall be entitled to as provided herein. Shares of the Series A Preferred Stock shall be deemed to have been converted as of the date of the Corporation's receipt of the share certificate(s) and other documentation required hereby as provided above, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holders of such shares of Common Stock on such date.

c. The conversion rate provided in paragraph 3.a. above shall be subject to adjustment as set forth in Paragraph 5. Upon each adjustment of the conversion rate, a written instrument signed by an officer of the Corporation setting forth the adjustment and accompanied by an opinion of an independent public accountant or accountants (who may be the independent public accountant or accountants then acting as auditor or auditors for the Corporation) setting forth the computation of the adjustment and a summary of the facts upon which it is based, together with a copy of the resolutions, if any, of the Board of Directors passed in connection therewith, shall be filed with the Corporation's Secretary and transmitted to the holders of the Series A Preferred Stock, and any adjustment so evidenced, made in good faith, shall be binding upon all stockholders and the Corporation.

3. Liquidation Preference of Series A Preferred Stock.

a. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive, out of the net assets of the Corporation, an amount equal to \$5.50 per share of Series A Preferred Stock, subject to adjustment as provided in paragraph 5 hereof, plus any cumulated but unpaid dividends and no more before any distribution shall be made to the holders of the Corporation's Common Stock. However, no such distribution shall be made to the holders of Series A Preferred Stock unless at the same time a like proportional distribution shall be made, rated in proportion to the respective amounts payable upon the dissolution, liquidation or winding up of the affairs of the Corporation, to the holders of all shares of the

preferred stock of all other series, if any, then outstanding and ranking as to distribution of assets on a parity with the Series A Preferred Stock.

b. A consolidation or merger of the Corporation (in the event that the Company is not the surviving entity) or the sale of all or substantially all of the Corporation's assets shall be deemed to be a liquidation or winding up of the Corporation and in such event the holders of the Series A Preferred Stock shall be entitled to receive an amount equal to the greater of (i) \$5.50 per share of Series A Preferred Stock, plus any cumulated but unpaid dividends, or (ii) that which such holders would have received if they had converted their Series A Preferred Stock into Common Stock immediately prior to such liquidation or winding up (without giving affect to the liquidation preference of or any dividends or any other capital stock senior to the Common Stock).

4. Voting Powers of Series A Preferred Stock.

The Certificate of Designation, Preferences and Rights of the Series A Preferred Stock shall not be amended without the approval of a majority of the outstanding Series A Preferred Stock, voting separately as a class. The Corporation may not enter into any merger, plan of share exchange, reorganization or sale or transfer of all or substantially all of its assets without permitting the Series A Preferred Stock to vote with the Common Stock as a single class. Other than the foregoing, the Series A Preferred Stock shall have no voting rights with regards to the affairs of the Corporation.

5. Adjustment of Conversion Rate.

The rate at which each share of Series A Preferred Stock may be converted into Common Stock (hereinafter called the conversion rate) shall be subject to the following adjustments:

a. While any such shares of the Series A Preferred Stock shall be outstanding, in case this Corporation shall subdivide the outstanding shares of Common Stock into a greater number of shares of Common Stock, or combine the outstanding shares of Common Stock into a smaller number of shares of Common Stock, the conversion rate in effect immediately prior to such subdivision or combination shall be proportionately increased or decreased, as the case may require, such increase or decrease to become effective immediately following the close of business on the date upon which such subdivision or combination becomes effective.

b. Any dividend to holders of Common Stock in shares of Common Stock shall be considered a subdivision of the outstanding shares of Common Stock and an

adjustment in the conversion rate shall be made in accordance with the provisions of Paragraph 5.a. with respect to the subdivision of outstanding shares of Common Stock.

c. No adjustment of the conversion rate shall be made by reason of the issuance of Common Stock in exchange for cash, property or services; provided, however, that if the Corporation shall offer to the holders of the Corporation's Common Stock any rights to subscribe for any securities of the Corporation, then the holders of the Series A Preferred Stock shall be entitled to subscribe for the purchase of the same number of securities on identical terms as they would have been entitled had they held that number of shares of Common Stock into which the Series A Preferred Stock was convertible on such date.

d. In case the Corporation shall be reorganized or recapitalized or shall be consolidated with or merged into another corporation, or shall sell or transfer all or substantially all of its property and assets, proper provisions shall be made as part of the terms of such reorganization, recapitalization, consolidation, merger, sale or transfer whereby the holder of any shares of the Series A Preferred Stock outstanding immediately prior to such event shall thereafter be entitled to such conversion rights with respect to securities of the surviving corporation after such reorganization, recapitalization, consolidation or merger, or to which such sale or transfer shall be made, as shall be substantially equivalent to the conversion rights provided for herein with respect to such Series A Preferred Stock.

6. Optional Redemption or Exchange.

If the holders of record of the Series A Preferred Stock do not exercise their right of conversion as described in Paragraph 3 above within five years from the date of the issuance of the Series A Preferred Stock, the Corporation shall have the right, at its election upon appropriate resolution of the Board of Directors of the Corporation, to either: (1) redeem all of the outstanding Series A Preferred Stock at any time at the redemption price of \$5.50 per share; or (2) exchange one share of its authorized but unissued Common Stock for each share of Series A Preferred Stock then issued and outstanding. Notice of any such redemption or exchange shall be given by the Corporation to the holders of the Series A Preferred Stock by mailing, via certified or registered mail, a notice of such redemption or exchange not less than ten nor more than 30 days prior to the date fixed for such redemption or exchange to the last known addresses of the holders of the Series A Preferred Stock as recorded on the books of the Corporation.

7. Fractional Shares.

Fractional shares of Common Stock shall not be issued upon the conversion or exchange of the Series A Preferred Stock. Fractions of shares equal to or in excess of exactly $\frac{1}{2}$ of a share shall be rounded upwards to the nearest whole share of Common Stock, whereas fractions of shares less than $\frac{1}{2}$ of a share shall be rounded downwards to the nearest whole share of Common Stock.

8. Remains Authorized but Unissued Shares.

All shares of the Series A Preferred Stock which shall have been converted into Common Stock as provided in paragraphs 3 or 6 shall not be reissued as Series A Preferred Stock but shall have the status of authorized and unissued shares of Preferred Stock undesignated as to series.

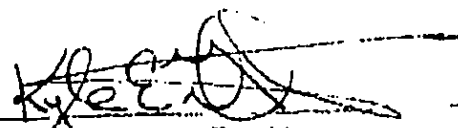
9. Reservation of Common Shares.

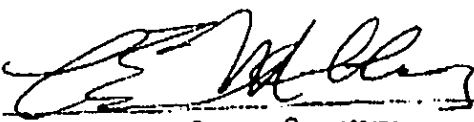
The Corporation shall at all times reserve and keep available, out of its authorized and unissued Common Stock, a sufficient number of shares of Common Stock in order to enable it to issue such Common Stock upon conversion of all outstanding Series A Preferred Stock.

10. Other Rights

Except as provided by law, the shares of Series A Preferred Stock shall not have any designation, preferences, or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein and in the Articles of Incorporation of this Corporation.

IN WITNESS WHEREOF, we have executed and subscribed this Certificate of Designation and do affirm the foregoing as true and correct under penalties of perjury as of the dates set forth below.


Kyle B. Gillman, President


C. Edward McComas, Secretary

Dated: July 5, 1996

Dated: July 5, 1996

P95000048789

INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.

6055 S.W. Mapp Road
Palm City, Florida 34990
407-220-0688

July 3, 1996

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001895042
-07/16/96--01134--017
*****35.00 *****35.00

Re: Document Number P95000048789
Amendment to Articles of Incorporation
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.

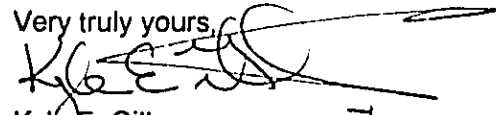
Dear Madam/Sir:

Enclosed is a copy of our Articles of Amendment to the Articles of Incorporation of International Chemical Technologies, Inc. and its accompanying Certificate of Corporate Officer.

Also enclosed is a check in the amount of \$35.00 to cover the fees associated with this Amendment.

Please feel free to call me at the above-referenced number if you have any questions.

Very truly yours,


Kyle E. Gillman
President
International Chemical
Technologies, Inc.

Enclosures

5a:florida5.ltr

FILED
96 AUG -2 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

115

115

**INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.
6855 S.W. MAPP ROAD
PALM CITY, FLORIDA 34990
(561) 220-0688**

July 31, 1996

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
96 AUG -2 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Document Number P95000048789
Letter Number 396A00035254
Amendment to Articles of Incorporation
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.

Dear Madam/Sir:

Enclosed is a copy of our Articles of Amendment to the Articles of Incorporation of International Chemical Technologies, Inc.

Also enclosed is a copy of Letter Number 396A00035254 that we recently received from your office in connection with this filing. Please be advised that we have already submitted a check in the amount of \$35.00 for this filing and we have been advised by your office that it is being retained.

We hope that this filing now meets with your approval. Thank you in advance for your assistance and please feel free to call us at the above-referenced number if you have any questions.

Very truly yours,



Kyle E. Gillman
President
International Chemical
Technologies, Inc.

Enclosures

KEG/bd/fl

RECEIVED
96 AUG -2 AM 9:36
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 AUG -2 PH 2:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 22, 1996

KYLE E. GILLMAN
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC
6055 S.W. MAPP ROAD
PALM CITY, FL 34990

SUBJECT: INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.
Ref. Number: P95000048789

We have received your document for INTERNATIONAL CHEMICAL TECHNOLOGIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 396A00035254

FILED

96 AUG -2 PM 2:44

SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation consists of 2,000,000 shares of common stock, par value \$0.001 per shares.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prior to the Amendment referenced herein, C. Edward McComas, Trustee was the sole shareholder of the Corporation and Mr. McComas held 5,010,000 shares of common stock of the Corporation. At the time of the Amendment referenced herein, the Corporation was authorized to issue up to 10,000,000 shares of common stock, but only Mr. McComas had been issued shares.

Mr. McComas has agreed to exchange his ownership of 5,010,000 shares of common stock (out of the 10,000,000 that had been authorized) for 1,002,000 shares of common stock (out of the 2,000,000 that are now authorized).

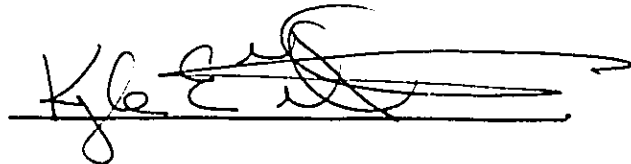
At the time of this Amendment, there were no other shareholders in the Corporation.

THIRD: The date of the Amendment's adoption is July 1, 1996.

FOURTH: The Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 31st day of July, 1996.

Signature: _____

A handwritten signature in black ink, appearing to read "Kyle E. Gillman", written over a horizontal line.

KYLE E. GILLMAN

PRESIDENT/DIRECTOR

P95000048789

International Chemical Technologies, Inc.

The
cenkote
Company

January 27, 1997

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002077092--9
-02/04/97--01119--016
*****35.00 *****35.00

Re: Document Number P95000048789
Amendment to Articles of Incorporation
International Chemical Technologies, Inc.

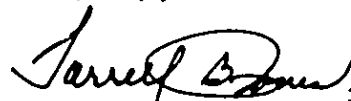
Dear Sir/Madam:

Enclosed is a copy of our Articles of Amendment to the Articles of Incorporation of International Chemical Technologies, Inc. and its accompanying Certificate of Corporate Officer.

Also enclosed is a check in the amount of \$35.00 to cover the fees associated with this Amendment.

Please feel free to call me at the below-referenced number if you have any questions.

Very truly yours,



Farrell B. Jones
President
International Chemical
Technologies, Inc.

Enclosures

FBJ/kg

SH 2/10
Amend.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB -3 AM 10:25

FILED

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.**

FILED
97 FEB - 3 11 10:25
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of International Chemical Technologies, Inc., a Florida corporation ("Corporation"), filed with the Department of State on June 22, 1995, Charter Number P95000048789, be and it is hereby amended as shown below:

Article V of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

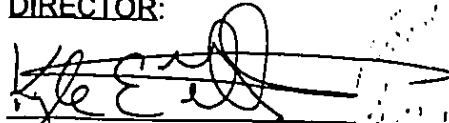
**ARTICLE V
PREFERRED SHARES**

The Corporation is authorized to issue no preferred stock.

The foregoing amendment was adopted by Corporate Action by shareholders representing 1,580,000 shares (of the 1,600,000 shares that are currently issued and outstanding), and unanimously approved by written consent of the Board of Directors of this Corporation, effective as of December 10, 1996.

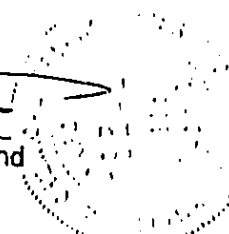
IN WITNESS WHEREOF, the undersigned, being a Director of this Corporation, has executed these articles of Amendment, as of December 10, 1996.

DIRECTOR:



Kyle E. Gillman, Director and
Executive Vice President

(CORPORATE SEAL)



**CERTIFICATE OF CORPORATE OFFICER
OF
INTERNATIONAL CHEMICAL TECHNOLOGIES, INC.**

The undersigned hereby certifies to the following for the purpose of Amending the Articles of Incorporation of International Chemical Technologies, Inc.:

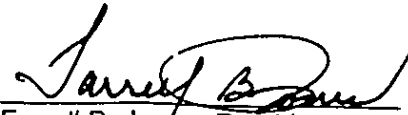
1. He is the duly elected President of International Chemical Technologies, Inc. ("Corporation") and, as such, he is authorized, among other things, to execute and deliver this Certificate on behalf of this Corporation.
2. The following Unanimous Written Consent (Resolution), adopted on the 10th day of December 1996 by the Board of Directors of this Corporation, decreasing the total authorized preferred stock of this Corporation, is a true and correct copy of such Unanimous Written Consent (Resolution); such Unanimous Written Consent (Resolution) has not been amended, rescinded or modified in any manner, is in full force and effect as of the date hereof, and is not inconsistent with any provision in this Corporation's Articles of Incorporation or Bylaws or any other Resolution currently in effect:

RESOLVED, that the Articles of Incorporation of this Corporation be amended to change Article V, as provided in the attached Articles of Amendment to said Articles of Incorporation.

3. The attached copy of the Articles of Incorporation of this Corporation, filed on June 22, 1995 (Exhibit A hereto), and the attached copy of an earlier Amendment of Article V of Exhibit A, filed July 26, 1996 (Exhibit B hereto) are true and correct as certified by the Secretary of State of Florida as of this date, respectively, and have not been rescinded or modified in any manner; and no other charter documents have been filed or adopted by this Corporation with respect to the issuance of Preferred Stock.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal for the purposes herein expressed.

Dated as of December 11, 1996.


Farrell B. Jones, President

(CORPORATE SEAL)

FILED
67100-3 12/13/96
TALLAHASSEE, FLORIDA