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BOROUGHS, BENNETT, MORLAN & SIMPSON

PROFESSIONAL ASSOCIATION

R LEE BENNETT
THOMAS BORDUOMS
MAROLD E MORLAN, U
JOHN B SIMPRON, JR
OUDLAR E STARCHER
ROBERT J STONABR

POLEAST PINE STREET
SUITE BOO
POST OFFICE BOX 3309
ORLANDO, FLORIDA 32807-3309

TELEPHONE (407) 841-3383 TELECOPIEN (407) 843-9887 EDWARD R. ALERANDER, JR.\*
RENNETH P. HAZOURI
ROBERT W. BOYD

SALEGI ADMITTED IN N.Y

TOP COUNTRY

August 22, 1995

Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: TVI Chemicals, Inc.

Dear Sir/Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return a stamped copy of the Articles of Incorporation together with the Certificate of Incorporation to me at the above address. I have enclosed my firm's check in the amount of \$70.00 to cover the filing fee.

Thank you for your consideration in this matter.

Very truly yours,

Edward R. Alexander, Jr.

ERA/lal

Enclosures

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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 31, 1995

EDWARD R. ALEXANDER, JR., ESQ. 201 E PINE ST, SUITE 500 P O BOX 3309 ORLANDO, FL 32802-3309

SUBJECT: TVI CHEMICALS, INC. Ref. Number: W95000017620

We have received your document for TVI CHEMICALS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name and capacity of the person signing as registered agent on behalf of BOROUGHS, BENNETT, MORLAN & SIMPSON, P.A. must be stated beneath the signature.,

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) 487-6915.

Pamela Hall Document Specialist

Letter Number: 495A00040686

# ARTICLES OF INCORPORATION OF TVI CHEMICALS, INC.

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The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

#### ARTICLE I - Name

The name of this Corporation shall be:

TVI CHEMICALS, INC.

#### ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 5730 Trailwinds Drive, Suite 422, Fort Myers, Florida 33907.

### ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

#### ARTICLE IV - Capital Stock

- A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock, having a par value of \$.01 per share, and 1,000,000 shares of Series A preferred stock, having a par value of \$.01 per share. The rights and privileges of each class of stock shall be identical as to voting, dividends and other rights, powers and privileges, except that the Series A preferred stock shall have priority over the common stock in a liquidation of the Corporation.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in

exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 E. Pine Street, Suite 500, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is Boroughs, Bennett, Morlan & Simpson, P.A.

### ARTICLE VII - Directors

- $\Lambda$ . The initial number of Directors of this Corporation shall be three.
- B. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

Name	Street Address	
Richard Gallahue	5730 Trailwinds Drive, Suite 422 Fort Myers, Florida 33907	
Jenifer Williams	5730 Trailwinds Drive, Suite 422 Fort Myers, Florida 33907	
David A. P. Roche	5730 Trailwinds Drive, Suite 422 Fort Myers, Florida 33907	

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.
- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Namo</u>

Street Address

Jenifer Williams

5071 Eaglesmere Drive Orlando, Florida 32819

#### ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XII - Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would

be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

## ARTICLE XIII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of August, 1995.

Jenifer Williams

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of TVI Chemicals, Inc.

> BOROUGHS, BENNETT, MORLAN & SIMPSON, PROFESSIONAL ASSOCIATION

( 2) Brewell R. LEE BENNETT

As its: Vice President

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1(Con	poration Name) (Doc poration Name) (Doc	ocument #)  ocument #)  ocument #)
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Domestication Other  OTHER FILINGS' Annual Report Fictitious Name Name Reservation	Dissolution/Withdrawal Merger	J Dis Iradiver
	Trademark Other	Examiner's Initials

# ARTICLES OF DISSOLUTION

Sec of State

Pursuant to dissolution:	607.1401, Florida Statutes, this Florida profit corporation submits the following articles of
FIRST: TI	he name of the corporation isTVI CHEMICALS INC.
	65-0605860
SECOND:	The articles of incorporation were filed on 8/31/95
THIRD:	(CHECK ONE)
	None of the corporation's shares have been issued.
	The corporation has not commenced business.
FOURTH:	No debt of the corporation remains unpaid.
	he net assets of the corporation remaining after winding up have been distributed to the if shares were issued.
SIXTII: A	doption of Dissolution (CHECK ONE)
	A majority of the incorporators authorized the dissolution.
	A majority of the directors authorized the dissolution.
	Signed this 3 day of MARCH 19 77.
Sig	(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)
	<i></i>
	DAVID A. ROCHE (Typed or printed name)
	DIRECTOR
	(Title)

PAS DAULTE 5 700 TA F-A City/State	Mye. A. F. 3390/ Phone #	95  H. 1. 7. 1. 1. 2. 27 77 37 37 37 12 12 12 12 12 12 12 12 12 12 12 12 12
1(Con	poration Name)  (Document #)  (Document #)  (Document #)	):
4. (Con	Poration Name) (Document #)  Pick up time Certified Co  Will wait Photocopy Certificate o	SSE
Profit NonProfit Limited Liability Domestication Other	AMENDMENTS  Amendment  Resignation of R.A., Officer/ Director  Change of Registered Agent  Dissolution/Withdrawal  Merger	AH 10: 30 AH 10: 30
Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION  Foreign  Limited Partnership  Reinstatement  Trademark  Other	Tractive P

Examiner's Initials

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The corporation has not commenced business.
FOURTH: No debt of the corporation remains unpaid.
FIFTII: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
SIXTH: Adoption of Dissolution (CHECK ONE)
A majority of the incorporators authorized the dissolution.
A majority of the directors authorized the dissolution.
Signed this
Signature  (By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)
UAVID A. ROCHE (Typed or printed name)
DIRECTOR
(Tide)