

P 96 00 000 3825

AVIS & AVIS, P.A.

ATTORNEYS AT LAW

CENTRAL TRISTE CENTER, SUITE 600

WORLD'S HIGHWAY ONE

NORTH PALM BEACH, FLORIDA 33400

TELEPHONE (407) 688-3400

FACSIMILE (407) 688-0888

WARREN E. AVIS, JR.

CERTIFIED MAIL

MAILED 10 11 1995

ALSO ADMITTED IN FLORIDA  
ALSO ADMITTED IN NORTH CAROLINA  
ALSO ADMITTED IN NEW YORK

PALM BEACH OFFICE

ISLAND NATIONAL BANK BUILDING, SUITE 200

100 ROYAL PALM WAY

PALM BEACH, FLORIDA 33480

TELEPHONE (407) 688-0800

FACSIMILE (407) 688-0835

PLEASE REPLY TO

January 2, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Biocomp of Florida, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	<u>35.00</u>
	\$78.75

600001682316  
-01/09/96--01046--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

AVIS & AVIS, P.A.

*WEA*

Warren E. Avis, Jr.

WEA, JR./aa

Enclosures

F. CHESSEY JAN 11 1995

North Palm Beach

FILED  
JAN -9 PM 12:01  
TALLAHASSEE, FLORIDA

**ARTICLE V**

**INCORPORATOR**

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

Joseph G. Saide  
12828 Calais Circle  
Palm Beach Gardens, Florida 33410

**ARTICLE VI**

**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial director who shall hold office the first year of the Corporation's existence or until his successors are elected, is:

Joseph G. Saide

**ARTICLE VII**

**NATURE OF BUSINESS**

The Corporation may engage in or transact 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.

FILED  
06 JUN -9 PM 12:01  
CLERK OF DISTRICT COURT  
PALM BEACH, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BIOCOMP OF FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be:  
BIOCOMP OF FLORIDA, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

12828 Calais Circle  
Palm Beach Gardens, Florida 33410

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is:

Joseph G. Saide  
12828 Calais Circle  
Palm Beach Gardens, Florida 33410

FILED  
96 JAN -9 PM 12:01  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**

**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:

BIOCOMP OF FLORIDA, INC.

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

Joseph G. Saide  
12828 Calais Circle  
Palm Beach Gardens, Florida 33410

SIGNATURE

Joseph G. Saide  
Joseph G. Saide

TITLE

President

DATE

12/29/95

HAVING BEEN NAMED AS A 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

Joseph G. Saide

DATE

12/29/95

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 29th day of December, 1995.

Joseph G. Saide  
Joseph G. Saide, Incorporator

STATE OF FLORIDA     )  
PALM BEACH COUNTY    )

SS.

FILED  
JAN -9 PM 12:01  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Before me personally appeared Joseph G. Saide, to me well known to be the person described and who produced Florida's Driver's License as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29 day of December, 1995.

Lianne M. Begany  
Notary Public, State of Florida at Large

Joseph G. Saide  
Name of Acknowledger

My Commission Expires:



LIANNE M. BEGANY  
MY COMMISSION EXPIRES  
JAN 14, 1997  
DONALD TRIMBY FARM INSURANCE, INC.

NASON, GILDAN, YEAGER, GERSON & WHITE, P.A.

ATTORNEYS AT LAW  
UNITED NATIONAL BANK TOWER  
1040 PALM BEACH LAKES BOULEVARD  
SUITE 1000  
WEST PALM BEACH, FLORIDA 33401

ALAN I. ARMOUR II  
CHAD B. BARNETT  
GARY H. GERSON  
HERBERT L. GILDAN  
PHILLIP C. GILDAN  
ELAINE JOHNSON JAMES  
JEFFREY B. KAHN  
BUDAN FLEISCHNER KORNBLAU

TELEPHONE (800) 880-3307  
TELEFAX (800) 880-8448

DOMENICK R. LIOCK  
JOHN M. McDIVITT  
NATHAN E. NASON  
MARIA A. PACHMAN  
GREGORY L. SCOTT  
JOHN WHITE II  
THOMAS J. YEAGER

**P96000003825**  
October 21, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

RECEIVED 10/24/96  
-10/24/96-10/24/96-010  
\*\*\*\*\*07.50 \*\*\*\*\*07.50

Re: Biocomp of Florida, Inc. / Articles of  
Amendment  
Our File No. 5076\10761

Dear Sir or Madam:

Enclosed herewith for filing is the original and one copy of  
Articles of Amendment for the referenced corporation changing its  
name to "Biocomp Technologies, Inc., as well as a check for \$87.50  
representing the \$35.00 filing fee and \$52.50 fee for a certified  
copy.

An envelope is also enclosed for your convenience in returning  
the certified copy to us.

Should you have any questions regarding the filing of the  
enclosed amendment, please call me directly at (561) 471-3520.

Thank you for your assistance.

Sincerely,

NASON, GILDAN, YEAGER, GERSON &  
WHITE, P.A.

*Georgina J. Popham*  
Georgina J. Popham  
Legal Assistant

*Georgia authorized  
to correct statute &  
are fill in date*

Enclosures: Amendment (2)  
Check  
Envelope

cc: Mr. Joseph G. Saide

B:\5076\10761\LB05.G39

*Name change*

*LFT*

*10-30-96*

FILED  
96 OCT 24 AM 10:57  
TALLAHASSEE, FLORIDA  
SECRET

*\*789, 1040, 524, 671\**

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
BIOCOMP OF FLORIDA, INC.

FILED  
96 OCT 24 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Biocomp of Florida, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

Article I is hereby amended to read:

Article I. Name.

The name of this corporation is

BIOCOMP TECHNOLOGIES, INC.

The foregoing Amendment to the Articles of Incorporation of was approved and adopted by the sole member of the Board of Directors and the Sole Shareholder on October 8, 1996 in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of this Corporation, pursuant to the approval and authority given by the Board of Directors and the Sole Shareholder, has executed these Articles of Amendment this 22nd day of October, 1996.

  
Joseph G. Saide, President

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

ATTORNEYS AT LAW

UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BOULEVARD

SUITE 1200

WEST PALM BEACH, FLORIDA 33411-4001

TELEPHONE (561) 866-1007  
FACSIMILE (561) 886-5442

WILL A. NASON (1924-1977)

ALAN I. ARMOUR II  
DARY N. GERSON  
SUZANNE M. GLEIDER  
BLAINE JOHNSON JAMES  
JEREMY D. KAHN  
DOMINICK R. LIOCE

NATHAN NASON  
MARK A. NIMAN  
AMANDA LYNN PARKS  
GREGORY L. SCOTT  
JOHN WHITE II  
THOMAS J. YEAGER

September 3, 1997

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500002291995--0  
-09/12/97--01103--001  
\*\*\*637.50 \*\*\*\*\*87.50

Re: Biocomp Technologies, Inc.  
Our File No. 5076\10761

Dear Sir or Madam:

Enclosed herewith for filing are the following:

1. Original, signed 1997 Annual Report; and
2. Original and one copy of Articles of Amendment (the "Amendment") for the referenced corporation changing its name to "Biotech Resin, Inc."

I am also enclosing a check totalling \$637.50, representing \$550 for the 1997 Annual Report filing fee and \$87.50 for the Amendment and a certified copy.

An envelope is also enclosed for your convenience in returning the certified copy of the Amendment to us.

Should you have any questions regarding the filing of the enclosed documents, please call me directly at (561) 471-3520.

Sincerely,

NASON, YEAGER, GERSON, WHITE &  
LIOCE, P.A.

Georgina J. Popham  
Legal Assistant

Enclosures

cc: Mr. Joseph G. Saide  
Nathan E. Nason, Esq.

DOCS\5076\10761\LSOS1.doc

APPROVED  
FILED  
97 SEP -4 AM 11:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
97 SEP -4 AM 9:38  
DIVISION OF CORPORATIONS

OW  
NO VAR  
\$35.00  
\$50.50  
\$87.50



**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
BIOCOMP TECHNOLOGIES, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Biocomp Technologies, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

Article I is hereby amended to read:

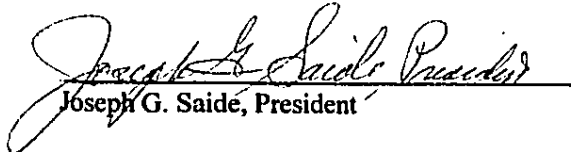
Article I. Name.

The name of this corporation is

**BIOTECH RESINS, INC.**

The foregoing Amendment to the Articles of Incorporation of was approved and adopted by the sole member of the Board of Directors and the Sole Shareholder on September 3, 1997 in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of this Corporation, pursuant to the approval and authority given by the Board of Directors and the Sole Shareholder, has executed these Articles of Amendment this 3rd day of September, 1997.

  
\_\_\_\_\_  
Joseph G. Saide, President

**CONSENT IN LIEU OF A JOINT SPECIAL MEETING  
OF THE SOLE SHAREHOLDER  
AND THE BOARD OF DIRECTORS OF  
BIOCOMP TECHNOLOGIES, INC.**

The undersigned, being the sole shareholder and sole member of the Board of Directors of Biocomp Technologies, Inc., a Florida corporation, hereby consents and subscribes to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, pursuant to the provisions of Section 607.0821, Florida Statutes:

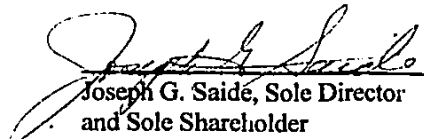
RESOLVED, that the name of the Corporation be, and it is hereby amended as follows:

"BIOTECH RESIN, INC."

and;

FURTHER RESOLVED, that Joseph G. Saide, President, be and he is hereby authorized and directed to execute and file with the Secretary of State of Florida an amendment to the Articles of Incorporation reflecting the above amendment.

EFFECTIVE DATE: September 3, 1997

  
\_\_\_\_\_  
Joseph G. Saide, Sole Director  
and Sole Shareholder