

BACTROL
LABORATORIES

P96000014660

February 8, 1996

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

Re: Agra Chem, Inc.

00000171128518
-02/12/96--01055--004
****122.50 ****122.50

Dear Reader:

On February 2, 1996, we sent to you a letter and a check in the amount of \$35.00 to reserve the above corporate name. In that regard, enclosed you will find for filing an original and one copy of Articles of Incorporation regarding Agra Chem, Inc.

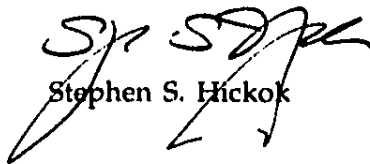
Also enclosed is our check payable to your order in the amount of \$122.50 representing the filing fee. After the articles have been filed, please return a certified copy to our office.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

BACTROL LABORATORIES, INC.

Stephen S. Hickok



FILED
96 FEB 12 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SSH/jb
Encl.

R96-588
Dmc
2-16-96

ARTICLES OF INCORPORATION
OF
AGRA CHEM, INC.

FILED

96 FEB 12 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is Agra Chem, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is Suite 200, 800 Laurel Oak Drive, Naples, Florida 33963, and the mailing address of the corporation is the same.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, One Dollar (\$1.00) par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation and the street address of the initial registered office of the corporation are as follows:

Name

Address

Frederick Richter

Suite 200, 800 Laurel Oak Drive
Naples, Florida 33963

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have initially two (2) directors to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Frederick Richter	Suite 200, 800 Laurel Oak Drive Naples, Florida 33963
Stephen S. Hickok	Suite 200, 800 Laurel Oak Drive Naples, Florida 33963

ARTICLE VII
INCORPORATOR(S)

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Stephen S. Hickok	Suite 200, 800 Laurel Oak Drive Naples, Florida 33963

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any person who is or was a director, officer, employee or agent of the corporation, or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of February, 1996.



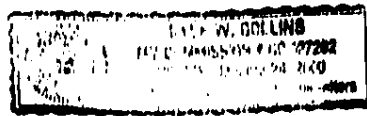
Stephen S. Hickok, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 7th day of February, 1996, by STEPHEN S. HICKOK, an individual, who is personally known to me.



Notary Public



(Notary Stamp and Seal)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED

96 FEB 12 AM 9:50

Pursuant to the provisions of Section 607.0501, Florida Statutes, STATE
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 Agra Chem, Inc.
2. The name and address of the registered agent and office are:

Frederick Richter

Suite 200, 800 Laurel Oak Drive
Naples, Florida 33963

Date: 2-8-96


Stephen S. Hickok, Incorporator

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 obligation of my position as registered agent.

Date: 2-7-1996


Frederick Richter