

P96000017619

February 20, 1996

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

Dear Sir or Madam:

Enclosed is a check for \$122.50 payable to the Department of State for the filing of the Articles of Incorporation for Bio Genesis, Inc. A portion of the check, \$70, is for the filing fees and \$52.50 is for a certified copy. If you can please send the copy to:

David Wakeland
3064 54th Terrace SW
Naples, FL 33942

If you have any questions, please contact me at (941)353-5308.

Thank you for your cooperation.

Sincerely,

David Wakeland

David Wakeland, President
A By The Number Accounting & Tax Service

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-02/23/96--01047--021
****122.50 ****122.50

David GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Name*
DATE *2/26/96*
DOC. EXAM *BR*

FILED
96 FEB 23 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*M. Melillo is
aware of P94-3495
and wants to add
U.S.A. to the memo.
BR 6/26/96
Bio Genesis
U.S.A. me.
Conflict
P94-3495*

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BIO GENESIS U.S.A., INC.

The undersigned subscribers, Mark Milliken and Sally Milliken, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the proposed corporation is: Bio Genesis U.S.A., Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue is 10,000 shares at a par value of \$30.61 per share.

ARTICLE IV

The amount of capital which the corporation shall begin business is \$150,000.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located at 7541 San Carlos Blvd., Ft. Myers Florida 33912. The corporation may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the stockholders of the corporation.

ARTICLE VII

The number of directors of this corporation shall be two.

ARTICLE VIII

The name and mailing address of the first board of directors of this corporation who shall hold office for the first year of existence of the corporation or until his successor(s) is elected and qualified is:

Mark Milliken
7541 San Carlos Blvd.
Ft. Myers, Fl. 33912

Sally Milliken
7541 San Carlos Blvd.
Ft. Myers, Fl. 33912

ARTICLE IX

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the shareholders, and not a Board of Directors. The relative rights, powers and duties of the shareholders shall be set forth in a Shareholders Agreement.

ARTICLE X

The name and address of the President, Vice-President, Secretary and Treasurer who shall hold office for the first year of existence of the corporation or until his successor elected is:

President/ Treasurer:	Sally Milliken 7541 San Carlos Blvd. Ft. Myers, Fl. 33912
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Vice President/ Secretary:	Mark Milliken 7541 San Carlos Blvd. Ft. Myers, Fl. 33912
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ARTICLE XI

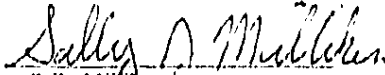
The registered office for the corporation in the State of Florida is to be located at 7541 San Carlos Blvd., in the City of Ft. Myers, County of Lee, State of Florida. The registered agent in charge thereof is Mark Milliken, located at 7541 San Carlos Blvd., Ft. Myers, Florida 33912, County of Lee.

ARTICLE XII

The names and mailing addresses of each of the incorporators are as follows:

NAME	ADDRESS
Sally Milliken	7541 San Carlos Blvd. Ft. Myers, FL 33912
Mark Milliken	7541 San Carlos Blvd. Ft. Myers, FL 33912

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of February, 1996.


Sally Milliken


Mark Milliken

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

Bio General U.S.A., Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Ft. Myers, County of Lee, State of Florida, has named Mark Milliken, located at 7541 San Carlos Blvd., Ft. Myers, Florida 33912, County of Lee as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I, Mark Milliken, hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



Mark Milliken

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA