

P9600004/436

May 6, 1996

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: KING NEPTUNE CHEMICAL, INC.

500001814205
-05/09/96--01014--009
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the Articles of Incorporation, Certificate of Designation of Registered Agent / Registered Office and a check for \$78.75. Please provide a Certificate of Status for this Corporation. Thank you.

FROM: Peter McGowan
5710 S.W. 56th Street
Fort Lauderdale, Florida 33314
(954) 316-9505

BROWN MAY 15 1995

ARTICLES OF INCORPORATION
OF

KING NEPTUNE CHEMICAL, 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:

The name of the Corporation shall be KING NEPTUNE CHEMICAL, INC.

ARTICLE II:

The initial business and mailing address of this Corporation shall be:

5710 S.W. 56th Street
Fort Lauderdale, Florida 33314

ARTICLE III:

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$10.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors in the Corporation.

ARTICLE IV:

In carrying out its business purposes, the Corporation shall have all of the common law and statutory powers and duties of a Corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or By-Laws.

ARTICLE V:

The name and address of the initial registered agent is:

Peter McGowan
5710 S.W. 56th Street
Fort Lauderdale, FL 33314

The initial registered office of this Corporation shall be as indicated above, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI:

This Corporation shall have at least two (2) Directors, with the exact number to be fixed by the By-Laws.

ARTICLE VII:

The names and street addresses of the first two (2) Directors of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

Peter McGowan, Chairman / President
5710 S.W. 56th Street
Fort Lauderdale, FL 33314

Pauline McGowan, Vice Chair / Vice President
5710 S.W. 56th Street
Fort Lauderdale, FL 33314

ARTICLE VIII:

The name and address of the Incorporator to these Articles of Incorporation is Peter McGowan, 5710 S.W. 56th Street, Fort Lauderdale, FL 33314.

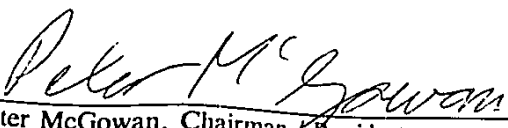
ARTICLE IX:

The private property of the stockholders shall not be subject to payment of the Corporate debts in any extent.

ARTICLE IX:

This Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

The undersigned Incorporator has executed these Articles of Incorporation this 6th day of May, 1996.


Peter McGowan, Chairman / President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: KING NEPTUNE CHEMICAL, INC.
2. The name and address of the Registered Agent and office is:

Peter McGowan
5710 S.W. 56th Street
Fort Lauderdale, Florida 33314
Broward County, Florida

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 obligations of my position as Registered Agent.

Peter McGowan
PETER MCGOWAN

5-6-96
(DATE)