

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8070

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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Service: Top Priority _____ Regular _____
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To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

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REQUEST TAKEN CONFIRMED APPROVED
DATE 5/20
TIME 8:30
BY [Signature] CK No. _____

WALK-IN
Will Pick Up _____

RE:

Cellulose P/H 1/2 1/2

No. 52504

96 MAY 20 AM 9:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Capital Express™
Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
() Cert. Copy(s)

Art. of Amend. File
Dissolution/Withdrawal
C U S -
Fictitious Name File

Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s, Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep.
FAX () pgs.

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

RECEIVED
96 MAY 20 AM 8:18
DIVISION OF CORPORATIONS

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
CELLULOSE PLUS, INC.

FILED
96 MAY 20 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is Cellulose Plus, Inc.

SECOND:

The period of duration of the corporation is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

FIFTH:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

SIXTH:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

theroof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

SEVENTH:

The street address of the principal office and initial registered office of this corporation is 1501 First Street, Southport, Florida 32409, and the name of the initial registered agent of this corporation at that address is John Biddinger.

EIGHTH:

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

NINTH:

The name and address of the person signing these articles is:

John Biddinger
1501 First Street
Southport, Florida 32409

TENTH:

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ELEVENTH:

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

TWELFTH:

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

THIRTEENTH:

Special meetings of shareholders may be called by a majority of the outstanding shares.

FOURTEENTH:

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote, fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

FIFTEENTH:

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors, shall be the act of the Board of Directors.

SIXTEENTH:

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

SEVENTEENTH:

The Directors of this corporation may take action by written consent, as provided by law.


EIGHTEENTH:

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

NINETEENTH:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 16th day of May, 1996.


John Biddinger
Incorporator

FILED

STATE OF FLORIDA)
COUNTY OF BAY)

96 MAY 20 AM 9:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared John Biddinger, who is personally known to me and who is known to me to be the person who executed the foregoing, and acknowledged that he executed the same for the purposes therein expressed.

WITNESS MY hand and official seal this 16th day of May, 1996.



Linda Altman
LINDA ALTMAN
NOTARY PUBLIC - STATE OF FLORIDA
Commission No.: _____
My Commission Expires: _____

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

John Biddinger
John Biddinger