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JUNE 29, 1996

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

300001882583
-07/03/96--01012--002
****122.50 ****122.50

Re:

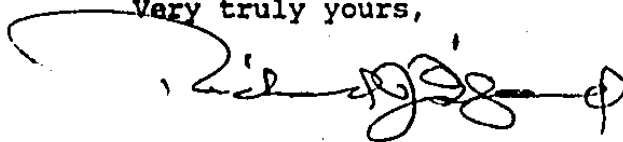
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and certify and return to us one copy.

We are enclosing our check in the amount of \$122.50, covering:

\$ 35.00 - filing fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy
\$122.50

Very truly yours,



FILED
96 JUL -2 AM 8:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 7/8/96

ARTICLES OF INCORPORATION

OF

FILED

96 JUL -2 AM 8:57

BILYARD CHEMICAL COMPANY, INC. SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I. Name: The name of this corporation is

BILYARD CHEMICAL COMPANY, INC.

Article II. Duration: This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

Article III. Purpose: This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

Article IV. Capital Stock: This corporation is authorized to issue 10,000 shares of the par value of ONE Dollar (\$2.00) per share common stock.

Article V. Pre-Emptive Rights: Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI. Principal Office: The principal office and registered office of this corporation shall be

BILYARD CHEMICAL COMPANY, INC.
3051 WOOD VILL LANE
ORANGE PARK, FL 32073

Article VII. Initial Registered Agent: The name and address of the initial registered agent of this corporation is:

RICHARD BILYARD
3051 WOODVEIL LANE
ORANGE PARK, FL 32073

Article VIII. Initial Board of Directors: This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the bylaws of the corporation. The names and addresses of the initial director(s) are as follows:

RICHARD BILYARD
MARY BILYARD
3051 WOODVEIL LANE
ORANGE PARK, FL 32073

Article IX. Incorporator: The name and address of the person signing these Articles is:

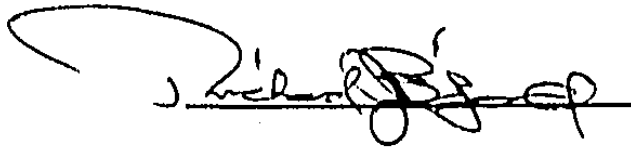
RICHARD BILYARD
3051 WOODVEIL LANE
ORANGE PARK, FL 32073

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

Article XI. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders

is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 29 day of JUNE, 1996.

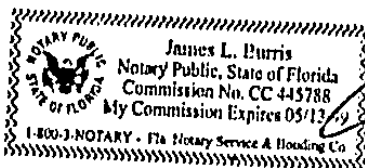


STATE OF FLORIDA

COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 29TH day of JUNE, 1996, by Richard S. Riva who is personally known to me and did take an oath.

(Seal)




Notary Public

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 JUL -2 AM 8:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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
BILYARD CHEMICAL COMPANY, INC.
2. The name and address of the registered agent and registered office is:
RICHARD BILYARD
3051 WOODVEIL LAKE
ORANGE PARK, FL 3207


Director

June 29, 1996

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.


June 29, 1996