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D&C
ATTORNEYS AT LAW

DENT & COOK, P.A.

P.O. Box 5269 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.
JOHN E. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.

July 26, 1996

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***122.50 ***122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: **ETILAB USA, INC.**
Our File K21-4261

Dear Sir or Madam:

Enclosed please find original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing of Articles of Incorporation	\$ 35.00
Certified copy of Articles	52.50
Registered Agent filing fee	35.00
	<u>\$122.50</u>

I would appreciate your returning to me the certified copy.

Thank you for your attention to this matter.

Very truly yours,


John W. Chapman, Jr.

JWC/sm
Enclosures

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96 JUL 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUL 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ETILAB USA, 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 NAME

The name of the corporation shall be:

ETILAB USA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

**1443 Tallevast Road
Sarasota, Florida 34243**

The mailing address of this corporation shall be:

**1727 Waldemere Street
Sarasota, Florida 34239**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

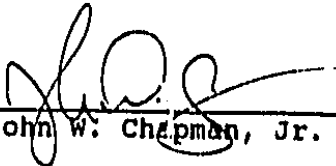
**John W. Chapman, Jr.
330 S. Orange Avenue
Sarasota, Florida 34236**

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these
Articles of Incorporation is:

John W. Chapman, Jr.
330 S. Orange Avenue
Sarasota, Florida 34236

The undersigned has executed these Articles of Incorporation
this 26th day of July, 1996.



John W. Chapman, Jr.

ACCEPTANCE BY REGISTERED AGENT

ETILAB USA, INC.

Having been named as Registered Agent in Article IV of the Articles of Incorporation, 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.

SIGNATURE


John W. Chapman, Jr.
330 S. Orange Avenue
Sarasota, Florida 342363

DATE

7/26/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

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P. O. Box 3269 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.
JOHN P. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.

March 20, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

500002121835--4
-03/24/97--01120--017
*****35.00 *****35.00

Re: Etalab USA, INC.
Our File K21-4261

Dear Sir or Madam:

Enclosed please find original Articles of Dissolution for the above named corporation, together with the firm's check in the amount of \$35.00 to cover the filing fee.

Thank you for your attention to this matter.

Very truly yours,


John W. Chapman, Jr.

JWC/sm
Enclosure

cc: Peter Kuschnitzky

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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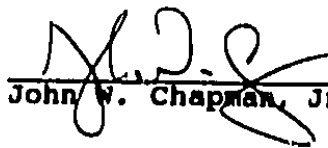
**ARTICLES OF DISSOLUTION
OF
ETILAB USA, INC.**

Pursuant to the provisions of Section 607.1403, Fla. Stat., the undersigned corporation, adopts the following articles of dissolution for the purposes of dissolving the corporation:

1. The name of the corporation is Etilab USA, Inc., a Florida corporation.
2. The dissolution was authorized on March 20, 1997, by unanimous written consent of the Incorporator, a copy of which is attached hereto as Exhibit "A".
3. There are no shareholders to this corporation as no stock has been issued.

Dated: March 20, 1997.

Etilab USA, Inc.



John W. Chapman, Jr., Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF THE
INCORPORATOR TO VOLUNTARY DISSOLUTION
OF
ETTEL'S USA, INC.,
A FLORIDA CORPORATION**

Pursuant to F.S. 607.0704, I the undersigned, constituting the Incorporator of the above corporation, do hereby consent to the voluntary dissolution of such corporation.

IN WITNESS WHEREOF, the undersigned, constituting the Incorporator of the corporation, has executed this unanimous written consent.

Date: March 21, 1997



John W. Chapman, Jr.

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Exhibit "A"