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96 AUG-9 PM 12:38
TALLAHASSEE, FLORIDA

July, 24, 1996

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/09/96--01070--003
****122.50 ****122.50

Gentlemen:

For the purpose of forming a domestic Florida corporation named
S & F CHEMICAL CORP.,
enclosed please find Articles of Incorporation and check in the amount of
\$122.50 covering the following fees:

Filing Fee	\$35.00
Registered Agent	\$35.00
Certified Copy	\$52.20

If there any questions regarding the above please contact me at
(813) 341-0313

Thank you

Sincerely,

Alexander Lochow

Alex Lochow
Incorporator

Alexander Lochow
8242 9th Ave. South
St. Petersburg, FL 33707

BROWN AUG 13 1996

**ARTICLES OF INCORPORATION
OF
S & F CHEMICAL CORP.**

THE UNDERSIGNED INCORPORATOR HEREBY FORMS A CORPORATION UNDER CHAPTER 607 OF THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:

S & F CHEMICAL CORP.

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE 6242 6th AVENUE SOUTH, ST. PETERSBURG, FL 33707, AND THE MAILING ADDRESS OF THE CORPORATION SHALL BE THE SAME.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 50,000,000 SHARES OF COMMON STOCK HAVING \$.001 PER SHARE.

ARTICLE IV. REGISTERED AGENT

THE STREET ADDRESS OF THE INITIAL OFFICE OF THE CORPORATION SHALL BE 6242 6th AVENUE SOUTH, ST. PETERSBURG, FL 33707 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION TO RECEIVE SERVICE OF PROCESS IS:
ALEX LOCHOW.

ARTICLE V. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI. DIRECTORS

ALL CORPORATE POWER SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND BUSINESS AND AFFAIRS OF THE CORPORATION MANAGED UNDER THE DIRECTION OF ITS BOARD OF DIRECTORS, SUBJECT TO ANY LIMITATIONS SET FORTH IN THESE ARTICLES OF INCORPORATION. THIS CORPORATION SHALL HAVE TWO DIRECTORS, INITIALLY. THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

YURY KARETKIN
DIRECTOR

6242 6th AVENUE SOUTH,
ST. PETERSBURG, FL 33707

ALEX LOCHOW
DIRECTOR

SAME

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TALLAHASSEE, FLORIDA

ARTICLE VII. OFFICERS

THE NAME AND ADDRESSES OF THE INITIAL OFFICERS OF THE CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED ARE:

YURY KARETKIN
PRESIDENT

6242 6th AVENUE SOUTH,
ST. PETERSBURG, FL 33707

ALEX LOCHOW
V. PRESIDENT

SAME

ARTICLE VIII. SPECIAL PROVISION

THIS CORPORATION SHALL BE ORGANIZED TO COMPLY WITH THE PROVISIONS OF SUBCHAPTER S OF THE INTERNAL REVENUE CODE, 26 U.S.C. 1361 ET. SEQ., AND SHALL TAKE ALL ACTIONS NECESSARY TO OBTAIN AND MAINTAIN STATUS AS AN S CORPORATION AS DEFINED THEREIN.

ARTICLE IX. INCORPORATOR

THE NAME AND ADDRESS OF INCORPORATOR IS ALEX LOCHOW, 6242 6th AVENUE SOUTH, ST. PETERSBURG, FL 33707

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY, that this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Alex Lochow to me known to be the person described in and who executed the foregoing Articles of Incorporation of **S & F CHEMICAL CORP.** acknowledged before me that he subscribed to the Articles of Incorporation.

Witness my hand and official seal in the county and state named above, this ____ day of July, 1996

x_____

Notary Public, State of Florida

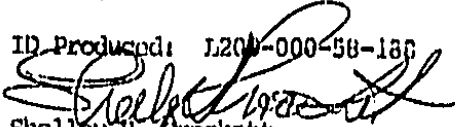
at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument (acknowledgment of Articles of Incorporation)
Affirmed and subscribed before me this 5th day of August, 1996 by Alex
Lochow.

ID Produced: L200-000-58-186


Shelley H. Crockett
Notary Public
State of Florida

SHELLEY H. CROCKETT
My Commission CO448116
Expires Mar. 23, 1999
Bonded by ANJ
800-882-8878



SHELLEY H. CROCKETT
My Commission CO448116
Expires Mar. 23, 1999
Bonded by ANJ
800-882-8878

DATED:07/26, 1996

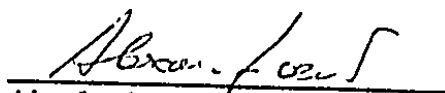
ALEX LOCHOW

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN THE STATE, NAMING THE AGENT UPON WHOM
PROCESS MAY BE SERVICED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act: That is **S & F CHEMICAL CORP.**,
desiring to organize under the laws of Florida, with its principal office, as
indicated in the Articles of Incorporation at 6242 6th AVENUE SOUTH, ST.
PETERSBURG, FL 33707, COUNTY OF PINELLAS, has named Alex LOCHOW
its agent to accept service of process within the State.

ACKNOWLEDGMENT

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



Alex Lochow
REGISTERED AGENT / INCORPORATOR

FILED
95 HRS - 9 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA