

P 96 0000 69124

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

R. GARDNER AUG 20 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/20		
TIME	9:00		CK No. _____
BY	<i>Barney</i>		

WALK-IN
 Will Pick Up _____

RE: FILTER CANDLES, INC.

- 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/Restatement _____
- _____ Reg. Agent Service _____
- _____ Document Filing _____
- _____ Corporate Kill _____
- _____ 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.....	\$ _____
	\$ _____

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

FILTER CANDLES, INC.

ARTICLE I - NAME

The name of this corporation is **Filter Candles, Inc.** and its street address is 1367 Highland Avenue, Dunedin, Florida 34698.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is for the fabrication and sale of filter products and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

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55 AUG 20 11 10 55
FALLS CHASE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1367 Highland Avenue, Dunedin, Florida 34698, and the name of the registered agent of this corporation at that address is Arie Blok.

ARTICLE VII - INCORPORATORS

The names and addresses of the person signing these articles of incorporation are:

Arie Blok 4703 Wrenthem Pl.
Palm Harbor, FL 34685

ARTICLE VIII - BYLAWS

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

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) 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 presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XVI - POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XXI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:


1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;

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595 Main Street
Dunedin, FL 34698

3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19th day of August, 1996.



Arie Blok

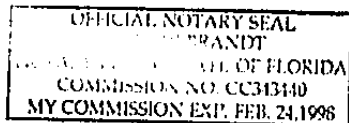
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this _____ day of August, 1996, by ARIE BLOK, () who is personally known to me or () who has produced _____ as identification.



Notary Public

My Commission Expires:



**Frazer
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& Brandt
Trask**


Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

FILED
95 AUG 20 11 19: 58
TALLAHASSEE, FLORIDA

CERTIFICATE


DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **Filter Candles, Inc.** desiring to
organize or qualify under the laws of the State of Florida, with
the principal place of business at 1367 Highland Avenue, in the
City of Dunedin, Florida 34698, has named **Arie Blok** as its
resident agent to accept service of process within Florida.

Signature: 
Title: President
Date: 8/19/96

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: 
Date: 8/19/96

**Frazer
Hubbard
& Brandt
Trask**
Attorneys At Law

JOHN P. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

P96000069124

December 20, 1996

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

Gentlemen:

Enclosed are two copies of executed Amended Articles of Incorporation for Filter Candles, Inc. and a check for filing fees in the amount of \$122.50. Please file the amended articles as soon as possible and return one certified copy to my attention.

Sincerely,



Mark W. Brandt
cm

Enclosures

cc: Arie Blok

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-12/24/96--01031--020
*****87.50 *****87.50



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FILED
97 JUN 13 AM 10: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1997

Mark W. Brandt
Frazer, Hubbard, Brandt & Trask
P.O. Box 1178
Dunedin, FL 34698

SUBJECT: FILTER CANDLES, INC.
Ref. Number: P96000069124

We have received your document for **FILTER CANDLES, INC.** and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please print the officer title under the signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 797A00000734

AMENDMENT TO ARTICLES OF INCORPORATION
OF
FILTER CANDLES, INC.

The Articles of Incorporation of FILTER CANDLES, INC. shall be changed effective December 16, 1996 to read as follows:

1. ARTICLE I - NAME, as set forth in the Articles of Incorporation, shall be revised and substituted therefor shall be the following:

ARTICLE I - NAME

The name of this corporation shall be: B.P.L., Inc. and its street address is 1367 Highland Avenue, Dunedin, Florida 34698.

2. The foregoing Amendment was approved and adopted by the sole stockholder of Filter Candles, Inc. at a meeting of the stockholders on the 16th of December, 1996.

IN WITNESS WHEREOF, the undersigned shareholder has executed this Amendment to Articles of Incorporation this 19th day of December, 1996.

FILTER CANDLES, INC.

By: [Signature]
Arie Blok
President

97 JAN 13 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

STATE OF FLORIDA
COUNTY OF PINELLAS

19 The foregoing instrument was acknowledged before me this day of December, 1996, by ARIE BLOK, who (x) is personally known to me or who has produced () a driver's license or as identification.

[Signature]
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
CHRISTINE J MCENTEE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453624
MY COMMISSION EXPIRES APR. 18, 1999