

P96000 87/48

ENZYME

Post Office Box 1252
Orlando, Florida 32801-1252

October 16, 1996

Secretary of State
Division of Incorporation
P.O.Box 6327
Tallahassee, Florida 32314

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-10/22/96--01057--001
*****70.00 *****70.00

Dear Secretary of State:

Enclosed is our Articles of Incorporation and the application fee of \$70.00 to incorporate Enzyme.

Sincerely,

Lauren Shapiro

Lauren Shapiro,
Director, Incorporator

FILED
96 OCT 21 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/22

ARTICLES OF INCORPORATION
of
ENZYME, INC.

ARTICLE I

NAME AND DURATION

The name of the corporation is Enzyme, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of the State.

ARTICLE II
PRINCIPAL OFFICE

The principal office is located at P.O. Box 1252, Orlando, Florida 32801-1252

ARTICLE III
REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 601 S. Lake Destiny Rd. Ste. 170, Maitland, Florida 32751. The name of the registered agent at such address is Carlos Barrios.

ARTICLE IV
CORPORATE PURPOSE, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purpose, the Corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
CAPITAL STOCK

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), .01 par value per share.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI
INCORPORATOR

The name and mailing address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Lauren Shapiro	200 Mait'and Avenue #228 Altamonte Springs, Florida 32701

ARTICLE VII
BOARD OF DIRECTORS

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Roland Udenze	P.O. Box 1252 Orlando, Florida 32801-1252
Carlos Barrios	399 Whitetail Cove Casselberry, Florida 32707
Lauren Shapiro	200 Maitland Avenue #228 Altamonte, Springs, Florida 32701
Bryan Williams	809 S. Orlando Avenue Suite A Winter Park, Florida 32789

ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter "S" status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, the transfer of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void.

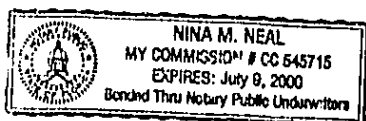
The undersigned for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have according hereunder set my hand and seal.

DATED at Orlando, Orange County, Florida, this 17 day of October, 1996.

By: 
Pres/Vice-President

STATE OF FLORIDA)
)
COUNTY OF ORANGE) SS.

The forgoing instrument was acknowledged before me this 17th day of October, 1996, by Roland Udenze. He is personally known to me or produced as identification



Nina M. Neal

Nina M. Neal
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC 545715

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That ENZYME, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named CARLOS BARRIOS, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping said office, and further states that it is familiar with section 607.0501, Florida Statutes.

By: Carlos Barrios
Title VICE - PRESIDENT

DATED: 10/8/96

FILED
96 OCT 21 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bylaws
Of
ENZYME, INC.

OFFICES

1. (a) Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the corporation in the state of its incorporation shall be such as shall be determined from time to time by the Board of Directors and on file in the appropriate office of the state of its incorporation pursuant to applicable provisions of law.

(b) Corporate Offices. The corporation may have such corporate offices, anywhere within and without the state of its incorporation as the Board of Directors from time to time may appoint, or the business of the corporation may require. The "principal place of business," or "principal business" or "executive" office or offices of the corporation may be fixed and so designated from time to time by the Board of Directors.

2. (a) Records. The corporation shall keep at its registered office, principal place of business or principal business office in the state of its incorporation, original or duplicate books in which shall be recorded the number of its shares subscribed, the names of the owners of its shares, the numbers owned of record by them respectively, the amount of shares paid, and by whom, the transfer of said shares with the date of transfer, the amount of its assets and liabilities, and the names and places of residence of its officers, and from time to time such other or additional records, statements, lists, and information as may be required by law, including the shareholders' lists mentioned in Paragraph 10 of these Bylaws.

(b) Inspection of Records. A shareholder, if he be entitled and demands to inspect the records of the corporation pursuant to any statutory or other legal right, shall be privileged to inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the corporation. A shareholder may delegate his right of inspection to a Certified or Public Accountant on the condition, to be enforced at the option of the corporation, that the shareholder and accountant agree with the corporation to furnish to the corporation,

promptly as completed or made, a true and correct copy of each report with respect to such inspection made by such accountant. No shareholder shall use or permit to be used or acquiesce in the use by others of any information so obtained, to the detriment competitively of the corporation, nor shall he furnish or permit to be furnished any information so obtained to any competitor or prospective competitor of the corporation. The corporation as a condition precedent to any shareholder's inspection of the records of the corporation may require the shareholder to indemnify the corporation against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such shareholder of information obtained in the course of such inspection.

SEAL

3 3. Corporate Seal. The corporate seal shall have inscribed thereon the name of the corporation and the words: "Corporate Seal," the state of incorporation and the year of incorporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

SHAREHOLDERS' MEETING

4. Place of Meeting. All meetings of the shareholders shall be held at the principal business office of the corporation in the state of its incorporation, except such meetings as the Board of Directors to the extent permissible by law expressly determines shall be held elsewhere, in which case such meetings may be held, upon notice thereof as hereinafter provided, at such other place or places within or without the state of its incorporation, as said Board of Directors shall have determined, and as shall be stated in such notice; and, unless specifically prohibited by law, any meeting may be held at any place and time, and for any purpose, if consented to in writing by all of the shareholders entitled to vote thereat.

5. (a) Annual Meetings. An annual meeting of shareholders shall be held on such day and date and at such time as may be expressly determined by the Board of Directors at which meeting the shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

(b) Registered Shareholders -- Exceptions--
Stock Ownership Presumed. The corporation shall be entitled to treat the holder of any share or shares of stock of the corporation, as recorded on the stock record or transfer books of the corporation as the holder of record and as the holder and owner in fact thereof and, accordingly, shall not be required to recognize any equitable or other claim to or interest in such share(s) on the part of any other person, firm, partnership, corporation or association, whether or not the corporation shall have express or other notice thereof, save as is otherwise expressly required by law, and the term "shareholder" as used in these Bylaws means one who is a holder of record of shares of the corporation; provided, however, that if permitted by law

(i) shares standing in the name of another corporation domestic or foreign may be voted by such officer, agent or proxy as the Bylaws of such corporation prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine;

(ii) shares standing in the name of a deceased person may be voted by his administrator or executor either in person or by proxy; and shares standing in the name of a guardian, curator, or trustee shall be entitled, as such fiduciary, to vote shares held by him without a transfer of such shares into his name;

(iii) shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed; and

(iv) a shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred of record into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

10. Shareholders' Lists. A complete list of the shareholders entitled to vote at each meeting of the shareholders arranged in alphabetical order, with the address of, and the number of voting shares held by each, shall be prepared by the officer of the corporation having charge of the stock transfer books of the corporation, and shall for a period of ten (10) days prior to the meeting be kept on file in the registered office of the corporation in the state of its incorporation or the prin-

principal business office of the corporation and shall at any time during the usual hours for business be subject to inspection by any shareholder. A similar or duplicate list shall also be produced and kept open for the inspection by any shareholder during the whole time of the meeting. The original share ledger or transfer book or a duplicate thereof kept in the state of incorporation shall be prima facie evidence of who are shareholders entitled to examine such list, ledger or transfer book or to vote at any meeting as shareholders. Failure to comply with the foregoing shall not affect the validity of any action taken at any such meeting.

11. Removal of Directors. The shareholders shall have the power by a majority vote of the holders of shares at a special meeting expressly called for that purpose, to remove any director or all directors from office with or without cause.

DIRECTORS

12. Directors -- Number. The directors of this corporation shall be not less than one (1), the number to actually serve from time to time to be determined by the directors elected by the shareholders.

13. Powers of the Board. The property, affairs and business of the corporation shall be managed by and under the direction of the directors, acting as a board. The board shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Certificate or Articles of Incorporation or these Bylaws, to do or cause to be done any and all lawful things for and in behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its objects and purposes.

14. Meetings of Directors -- Offices. All meetings of the directors shall be held at the principal business office of the corporation unless for any particular meeting all of the directors unanimously agree and consent to the holding of the meeting elsewhere, in which event the meeting may be held at such place agreed upon, either within or without the state of incorporation.

Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other at the same time. Participants by such means shall constitute presence in person at a meeting.

The directors may have one or more offices, and keep the books of the corporation (except the original or duplicate stock ledgers, and such other books and records as may by law be required to be kept at the registered office, or at some office, of the corporation in the state of its incorporation), at such place or places within or without the state of its incorporation as they may from time to time determine.

15. Meetings of the Newly Elected Board -- Notice. The members of each newly elected board shall meet at the place of the shareholders meeting immediately following such meeting, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting; provided, however, that a quorum shall be present; or the members of such board may meet at such time and place as shall be consented to in writing by all of the newly elected directors. Each director, upon his election, shall qualify by accepting the office of director, and his attendance at, or his written approval of the minutes of the first meeting of the newly elected directors, shall constitute his acceptance of such office; or he may execute such acceptance by a separate writing, which shall be placed in the minute book.

16. Regular Meetings -- Notice. Regular meetings of the board may be held without notice at such time or times and place either within or without the state of incorporation as shall from time to time be fixed by resolution of the whole board. Any business may be transacted at a regular meeting.

17. Special Meetings -- Notice. Special meetings of the board may be called by the President, any Vice President or the Secretary, by giving five days' notice of such meeting to each director, either personally or by mail, or by telegram, stating the time, place and purposes of any such meeting. Special meetings shall be called by any one of such officers in like manner and on like notice when requested in writing to do so by any one or more directors.

"Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

18. Quorum. At all meetings of the board, a majority of the whole authorized number of Directors shall, unless a greater number for any particular matter is required by the Certificate or Articles of Incorporation or these Bylaws,

herein contained shall be construed to preclude any director or committee member from serving the corporation in any other capacity and receiving compensation therefor.

OFFICERS

24. (a) Elected Officers. The following officers of the corporation shall be chosen or appointed by election by the Board of Directors, and shall be deemed elected officers: A President, a Vice President (who if there be more than one (1) Vice President, shall be known as the "Executive Vice President"), a Secretary, and a Treasurer; and, if the Board of Directors desires, a Chairman of the Board and additional Vice Presidents, as well as one or more Assistant Secretaries and Assistant Treasurers.

Any two (2) or more such offices may be held by the same person except the offices of President and Secretary.

An elected officer shall be deemed qualified when he enters upon the duties of the office to which he has been elected and furnishes any bond required by the board; but the board may also require of such person his written acceptance and promise faithfully to discharge the duties of such office.

(b) Election of Officers. The Board of Directors annually, at its first meeting after each annual meeting of the shareholders, shall elect a President, Vice President, Secretary and Treasurer. The board then, or from time to time, may elect a Chairman of the Board and such additional Vice Presidents and also such Assistant Secretaries and Assistant Treasurers as it may deem advisable or necessary.

(c) Term of Office. Each elected officer of the corporation shall hold his office for the term for which he was elected, or until he resigns or is removed by the board, whichever first occurs.

(d) Appointment of Officers and Agents -- Terms of Office. The board from time to time may also appoint such other officers and agents for the corporation as it shall deem necessary or advisable. All appointed officers and agents shall hold their respective positions at the pleasure of the board or for such terms as the board may specify, and they shall exercise such powers and perform such duties as shall be determined from

Either may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation, except that if by law such instruments are required to be executed only by the President, he shall execute them.

Either, when authorized so to do by the board, may execute powers of attorney from, for and in the name of the corporation to such proper person or persons as he may deem fit, in order that thereby the business of the corporation may be furthered or action taken as may be deemed by him necessary or advisable in furtherance of the interests of the corporation.

Either, except as may be otherwise directed by the board, shall attend meetings of shareholders of other corporations to represent this corporation thereat and to vote to take action with respect to the shares of any such corporation owned by this corporation in such manner as he shall deem to be for the interest of the corporation or as may be directed by the board.

The Chairman of the Board and in his absence, the President, shall, unless the board otherwise provides, be ex officio a member of all standing committees. Each shall have such general (and concurrent) executive powers and duties of supervision and management as are usually vested in the office of the chief executive of a corporation.

Each shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors, and the board may from time to time divide the responsibilities, duties and authority between them to such extent as it may deem advisable.

29. Vice President. The Vice Presidents in the order of their seniority shall, in the absence, disability or inability to act of the Chairman of the Board or the President, perform the duties and exercise the powers of the Chairman of the Board and the President, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

30. The Secretary and Assistant Secretary. The Secretary shall attend all sessions of the board and, except as otherwise provided for in Paragraph 6 of these Bylaws, all meetings of the shareholders, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. He shall perform like duties for the executive and other standing

committees when requested by the board or such committee to do so.

His shall be the principal responsibility to give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these Bylaws.

He shall see that all books, records, lists and information, or duplicates required to be maintained at the registered or other office of the corporation are so maintained.

He shall keep in safe custody the seal of the corporation, and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, he shall attest the same by his signature.

He shall perform such other duties and have such other authority as may be prescribed elsewhere in these Bylaws, or from time to time by the Board of Directors or the President, under whose direct supervision he shall be.

He shall have the general duties, powers and responsibilities of a Secretary of a corporation.

The Assistant Secretaries, in the order of their seniority, in the absence, disability or inability to act of the Secretary, shall perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the board may from time to time prescribe.

31. The Treasurer and Assistant Treasurer. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the corporation, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation. He shall keep, or cause to be kept, all other books of accounts and accounting records of the corporation, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

He shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the board and shall render to the Chief Executive Officer of the corporation and the directors whenever they may require it, an account of all his transactions as Treasurer and of those under

his jurisdiction, and of the financial condition of the corporation.

He shall perform such other duties and shall have such other responsibilities and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

He shall have the general duties, powers and responsibilities of a Treasurer of a corporation, and shall be the Chief Financial and Accounting Officer of the corporation.

If required by the board, he shall give the corporation a bond in a sum and with one or more sureties satisfactory to the board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control which belong to the corporation.

The Assistant Treasurers, in the order of their seniority shall, in the absence, disability or inability to act of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

32. Duties of Officers may be Delegated. If any officer of the corporation be absent or unable to act, or for any other reason that the board may deem sufficient, the board may delegate for the time being, some or all of the functions, duties, powers, and responsibilities of any officer to any other office, or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole board concurs therein.

SHARES OF STOCK

33. Certificates for Shares of Stock. The certificates for shares of stock of the corporation shall be numbered, shall be in such form as may be prescribed by the Board of Directors in conformity with law, and shall be entered in the stock books of the corporation as they are issued, and such entries shall show the name and address of the person, firm, partnership, corporation or association to whom each certificate is issued. Each certificate shall have printed, typed or written

thereon the name of the person, firm, partnership, corporation or association to whom it is issued, and number of shares represented thereby and shall be signed by the President or a Vice President, and the Secretary or an Assistant Secretary of the corporation and sealed with the seal of the corporation, which seal may be facsimile, engraved or printed. If the corporation has a registrar, a transfer agent, or a transfer clerk who actually signs such certificates, the signature of any of the other officers above mentioned may be facsimile, engraved or printed. In case any such officer who has signed or whose facsimile signature has been placed upon any such certificate shall have ceased to be such officer before such certificate is issued, such certificate may nevertheless be issued by the corporation with the same effect as if such officer were an officer at the date of its issue.

34. Transfers of Shares -- Transfer Agent -- Registrar. Transfers of shares of stock shall be made on the stock record or transfer books of the corporation only by the person named in the stock certificate, or by his attorney lawfully constituted in writing, and upon surrender of the certificate therefor. The stock record book and other transfer records shall be in the possession of the secretary or of a transfer agent or clerk for the corporation. The corporation, by resolution of the board, may from time to time appoint a transfer agent, and, if desired, a registrar, under such arrangements and upon such terms and conditions as the board deems advisable; but until and unless the board appoints some other person, firm or corporation as its transfer agent (and upon the revocation of any such appointment, thereafter until a new appointment is similarly made) the Secretary of the corporation shall be the transfer agent or clerk of the corporation, without the necessity of any formal action of the board, and the Secretary shall perform all of the duties thereof.

35. Closing of Transfer Books. The Board of Directors shall have a power to close the stock transfer books of the corporation for a period not less than ten (10) nor more than sixty (60) days preceding the date of any meeting of the shareholders, or the date for payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares shall go into effect; provided, however, that in lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix in advance a date not less than ten (10) nor more than sixty (60) days preceding the date of any meeting of shareholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares shall go into effect, as a record date for the determination of the

shareholders entitled to a notice of, and to vote at, any such meeting or any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of shares; and in such case such shareholders and only such shareholders as shall be shareholders of record on the date of closing of the transfer books on the record date so fixed shall be entitled to such notice of, and to vote at, such meeting, and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights as the case may be, notwithstanding any transfer of any shares on the books of the corporation after such date of closing of the transfer books, or such record date fixed as aforesaid.

36. Lost or Destroyed Certificates. In case of the loss or destruction of any certificate for shares of stock of the corporation, upon due proof of the registered owner thereof or his representatives, by affidavit of such loss or otherwise, the President and Secretary may issue a duplicate certificate (plainly marked "duplicate") in its place, upon the corporation being fully indemnified therefor.

GENERAL

37. Fixing of Capital -- Transfers of Surplus. Except as may be specifically otherwise provided in the Certificate or Articles of Incorporation, the Board of Directors is expressly empowered to exercise all authority conferred upon it or the corporation by any law or statute, and in conformity therewith, relative to:

(a) The determination of what part of the consideration received for shares of the corporation shall be capital, capital surplus, and/or stated capital,

(b) Increasing or decreasing capital or stated capital,

(c) Transferring surplus, earned surplus or capital surplus to capital or stated capital,

(d) The consideration to be received by the corporation for its shares, and

(e) All similar or related matters;

provided that any concurrent action or consent by or of the corporation and its shareholders required to be taken or given pursuant to law, shall be duly taken or given in connection therewith.

38. Dividends. Ordinary dividends upon the shares of the corporation, subject to the provisions of the Certificate or Articles of Incorporation, and of any applicable law or statute, may be declared by the Board of Directors at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of its stock, and to the extent and in the manner provided by law, out of any available earned surplus or earnings or surplus or capital surplus of the corporation which is unreserved and unrestricted or as provided by the law of the state of incorporation.

Liquidating dividends or dividends representing a distribution of paid-in surplus or a return of capital shall be made only when and in the manner permitted by law.

39. Creation of Reserves. Before the payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their reasonable discretion, think proper as a reserve fund or funds, to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purposes as the directors shall think conclusive to the interests of the corporation, and the directors may abolish any such reserve in the manner in which it was created.

40. Checks. All checks or instruments for the payment of money and all notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. If no such designation is made and unless and until the board otherwise provides, the President and Treasurer shall have power to sign all such instruments for, in behalf of and in the name of the corporation, which are executed or made in the ordinary course of the corporation's business.

41. Fiscal Year. The Board of Directors shall have the paramount power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

42. Directors' Annual Statement. The Board of Directors may present at each annual meeting, and, when called for by vote of the shareholders, shall present to any annual or special meeting of the shareholders, a full and clear statement of the business and condition of the corporation.

43. Conduct of Affairs Without Formal Meeting. All matters regarding the business, operation, affairs or management of the corporation by the Board of Directors and an Executive or other committee or subcommittee of the Board of Directors may be undertaken without formal meeting by the Board of Directors or such committee or subcommittee and be deemed valid and lawful action by the Board of Directors or such committees or subcommittees so long as the written consent to such action of each Director or member of such committee or subcommittee is received by the Secretary of the corporation and filed in the minutes of the corporation.

44. Certain Contracts. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee in good faith authorized the contract or transaction by a vote sufficient for such purpose without counting the vote of interested director or directors; or

(b) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the shareholders.

shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such could shall deem proper.

(c) To the extent that any person referred to in this Paragraph 45 has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, including fees for appellate services rendered.

(d) Any indemnification under this Paragraph 45 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Paragraph 45. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as provided in this Paragraph 45.

(f) The indemnification provided by this Paragraph 45 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director,

officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Paragraph 45.

(h) For the purposes of this Paragraph 45, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

CERTIFICATE

The undersigned hereby certifies that he is the duly elected and action Secretary of the Corporation named herein and that the foregoing is a true copy of the Bylaws of said Corporation duly adopted by action of the sole Director dated October 7, 1996 and hereby further certifies that such Bylaws have not been amended or rescinded and remain in full force and effect at the date hereof.

DATED this 17 day of October, 1996

Lawrence Shapiro
Secretary

P 960000 87148

10/2/97

9/29/97- received debit memo 71671-C (96 debit memo) for Articles of Incorporation \$70.00. Original ck. lost by Comptroller's Office/and or Financial Management. Corporation Administrative Dissolved 9/26/97 prior to receiving debit memo, corporation not notified of returned ck.#525 since corp. had been dissolved. Corporation owes for filing of Arts. Of Inc.(if name is available) plus 97 A.R. fees.

Melinda Lilliston
Administrative Asst. II
Bureau of Commercial Recording
497-6940

425

SECRETARY OF STATE

Seventy dollars

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St. Enzyme, Inc. Corp.

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