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TALLAHASSEE, FL 32301-2607

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 142691 6209A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pappas

ORDER DATE : November 4, 1996

ORDER TIME : 11:16 AM

ORDER NO. : 142691-005

EFFECTIVE DATE
11-1-96

CUSTOMER NO: 6209A

000001995190--4

CUSTOMER: Wade Boyette, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: ~~TBS~~ *TSB* RESINS, INC.

EFFECTIVE DATE: 11-01-96

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
96 NOV -4 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV -4 PM 12:10
DIVISION OF CORPORATION

11-5-96
KR

ARTICLES OF INCORPORATION
of
TSB RESINS, INC.

EFFECTIVE DATE
11-1-96

FILED
96 NOV -4 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: TSB RESINS, INC., 955 W. Lancaster Road, Suite 328, Orlando, FL 32809-5868.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

K. Wade Boyette, Jr.

ADDRESS

215 North Joanna Avenue
Tavares, FL 32778

The names and addresses of the Directors is:

<u>NAME</u>	<u>ADDRESS</u>
David A. Casey	4073 Cumberland Drive Snellville, GA 30278
Sanford M. Agnew	6131 South Norcross-Tucker #500-284 Norcross, GA 30093
William C. Costello	464 Ansley Brook Drive Lilburn, GA 30248

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- Incorporation;
- (a) Amendment, alteration, change or repeal of any provision of the Articles of
 - (b) Reorganization, merger or consolidation of the corporation;
 - (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
 - (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII

Directors

A. The business of the corporation shall be managed initially by a board of three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0123.

ARTICLE X

Registered Office and Registered Agent

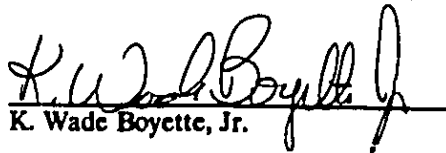
The address of the initial registered office of this corporation is 215 North Joanna Avenue, Tavares, FL 32778. The name of the Registered Agent of this corporation is K. Wade Boyette, Jr. at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

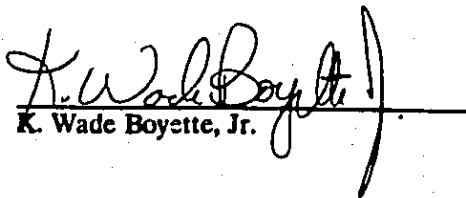
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 1st day of November, 1996.


K. Wade Boyette, Jr.

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for TSB RESINS, INC., as stated in these Articles of Incorporation.

Dated: November 1, 1996


K. Wade Boyette, Jr.

FILED
96 NOV -4 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAUTHEN & FELDMAN, P.A.

Attorneys at Law
215 North Joanna Ave. e
Tavares, FL 32778-32..
(352) 343-2225
FAX (352) 343-7759

William H. Cauthen
H. John Helman
K. Wade Boyett, Jr.

**Carter Perkins,
of Counsel**

September 2, 1997

Via Certified Mail P 393 879 742

Florida Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

200002286192--4
-09/05/97--01108--002
*****35.00 *****35.00

RE: TSB Resins, Inc.

Gentlemen:

Enclosed please find a Statement of Change of Registered Office or Registered Agent, or Both for the above-captioned corporation, along with a check in the amount of \$35.00 representing the charge for filing this document.

Should you require any additional information or have any questions regarding this matter, please contact the undersigned.

Very truly yours,

CAUTHEN & FELDMAN^T P.A.

K. Wade Bayette, Jr.

K. Wade Boyette, Jr.
(Signed in his absence to expedite delivery)

KWB/se
Enclosures

cc: Mr. David A. Casey (w/o enclosure)

L:\Casey.David\TSB\Sen-State

Date Filed: November 1, 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is **TSB RESINS, INC.**

2. The name and address of its present registered agent is:

K. Wade Boyette, Jr., Esquire
215 North Joanna Avenue
Tavares, FL 32778

3. The name and street address to which its registered agent is to be changed is: (Post office box not acceptable)

David A. Casey
6101 Chancellor Drive, Ste. 200
Orlando, FL 32809

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

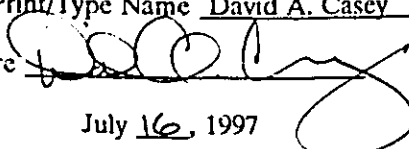
Name and Title

Signature: 
David A. Casey, President

Date: July 16, 1997

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name David A. Casey

Signature 

Date: July 16, 1997

FILING FEE \$35