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Bagdes & Bagdes
Attorneys at Law
FILED

508 North Grandview Ave. - Suite B
Daytona Beach, FL 32118-96 DEC 20 PM 2:32

Fabian Bagdes
Mary-Ellen Bagdes

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

904/258-7171
or 258-7441

December 18, 1996

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

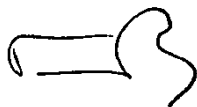
RE: Brown Labs, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,



Fabian Bagdes

Enclosures

12-20-96
12:27:21

ARTICLES OF INCORPORATION
OF
BROWN LABS, INC.

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96 DEC 20 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is BROWN LABS, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to manufacture metal polish and polishing products and sale them for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The street address of the principal office of the corporation is: 736 Greenway Place, Daytona Beach, Florida 32114. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 736 Greenway Place, Daytona Beach, Florida 32114, and the name of the initial registered agent at such address is William Ervin Brown.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

William Ervin Brown	736 Greenway Place Daytona Beach, FL 32114
Carolyn L. Brown	736 Greenway Place Daytona Beach, FL 32114

Louis DiPietro

1413 Royal Grove Lane
Port Orange, FL 32119

Donn R. Bryans

957 Bramble Bush Circle West
Port Orange, FL 32119

ARTICLE NINE
INCORPORATORS

The names and addresses of the incorporators are:

William Ervin Brown

736 Greenway Place
Daytona Beach, FL 32114

Carolyn L. Brown

736 Greenway Place
Daytona Beach, FL 32114

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

William Ervin Brown
President

736 Greenway Place
Daytona Beach, FL 32114

Louis DiPietro
Executive Vice President

1413 Royal Grove Lane
Port Orange, FL 32119

Donn R. Bryans
Vice President of Sales

957 Bramble Bush Circle West
Port Orange, FL 32119

Carolyn L. Brown
Secretary/Treasurer

736 Greenway Place
Daytona Beach, FL 32114

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, we have signed our names this 18th day
of December, 1996.

William E Brown
William Ervin Brown

Carolyn L. Brown
Carolyn L. Brown

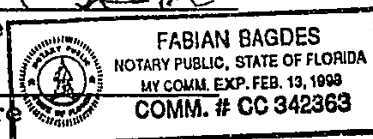
STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 18th day of December, 1996, before me, the undersigned
authority, appeared WILLIAM ERVIN BROWN, who is personally known to
me or who has produced _____ as identifica-
tion; and, CAROLYN L. BROWN, who is personally known to me or who
has produced _____ as identification,
and whose names are subscribed to the within instrument and having
been duly sworn they acknowledged that they executed the same for
the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Fabian Bagdes
Notary Signature

Printed Signature



My Commission expires:

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
96 DEC 20 PM 2:32
SECRET
TALLAHASSEE
FLORIDA

The following is submitted in compliance with Chapter 48-091, Florida Statutes.

Brown Labs, Inc., a corporation organizing under the laws of the State of Florida, with its principal office at 736 Greenway Place, in the City of Daytona Beach, County of Volusia, in the State of Florida, has named William Ervin Brown, who is located at 736 Greenway Place, Daytona Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

William Ervin Brown

Carolyn L. Brown

Louis DiPietro

Donn R. Bryans

ADDRESS:

736 Greenway Place
Daytona Beach, FL 32114

736 Greenway Place
Daytona Beach, FL 32114

1413 Royal Grove Lane
Port Orange, FL 32119

957 Bramble Bush Circle West
Port Orange, FL 32119

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.


William Ervin Brown