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DEC 27 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 18, 1996

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

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-12/27/96--01119--018
****122.50 ****122.50

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of EMERALD COMMERCIAL FILTERS, INC. We would like this corporation to take effect January 1, 1997.

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as EMERALD COMMERCIAL FILTERS, INC. on January 1, 1997, is appreciated.

Respectfully,


Secretary

Thomas DeAngelis
11113 Norvell Rd
Spring Hill
FL 34608

11/2/97
TB

ARTICLES OF INCORPORATION
OF
EMERALD COMMERCIAL FILTERS, INC.

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ARTICLE ONE

The name of the corporation is EMERALD COMMERCIAL FILTERS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporation may be incorporated under the Florida Corporation Act. *EFF: 1-1-97*

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) at the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shared consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 11113 Norvell Road, Spring Hill, Florida 34608, and the name of its initial registered agent at such address is Thomas DeAngelis.

ARTICLE SEVEN

The number of directors constituting the initial board of directors are two, and the name and address of each person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| | |
|-----------------------|---|
| Thomas DeAngelis | President/Treasurer 11113 Norvell Rd, Spring Hill, FL 34608 |
| Margaret M. DeAngelis | Vice President/Secretary 11113 Norvell Rd, Spring Hill, FL 34608 |

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

| | |
|-----------------------|---|
| Thomas DeAngelis | 11113 Norvell Rd, Spring Hill, FL 34608 |
| Margaret M. DeAngelis | 11113 Norvell Rd, Spring Hill, FL 34608 |

ARTICLE TEN

The name and address of each subscriber and number of shares of stock each agrees to take is as follows:


| <u>Name</u> | <u>Address</u> | <u># of Shares</u> |
|--|---|--------------------|
| Thomas DeAngelis and Margaret M. DeAngelis, held jointly | 11113 Norvell Road Spring Hill, FL 34608 | 20 |

ARTICLE ELEVEN

The principal office of the corporation shall be located at 11113 Norvell Road, Spring Hill, FL 34609. This location also serves as the address for the registered agent.

IN WITNESS WHEREOF, we have hereunto set our hand and seal
this 18th day of December, 1996.

Signed, sealed and delivered in the presence of:


Thomas DeAngelis Seal



Margaret M. DeAngelis Seal

STATE OF FLORIDA
COUNTY OF HERNANDO

I hereby certify that on this day before me, an officer duly
authorized in the State aforesaid and in the County aforesaid to
take acknowledgments, personally appeared Thomas DeAngelis to me
known to be the person described in or produced
as identification and who executed the foregoing instrument and he
acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last
aforesaid this 18th day of December, A.D. 1996.



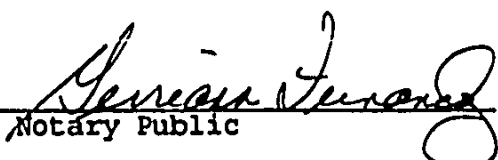

Notary Public

STATE OF FLORIDA
COUNTY OF HERNANDO

I hereby certify that on this day before me, an officer duly
authorized in the State aforesaid and in the County aforesaid to
take acknowledgments, personally appeared Margaret M. DeAngelis to
me known to be the person described in or produced
D524573639230 as identification and who executed the
foregoing instrument and she acknowledged before me that she
executed the same.

Witness my hand and official seal in the County and State last
aforesaid this 18th day of December, A.D. 1996.





Notary Public

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating, the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is : **EMERALD COMMERCIAL FILTERS, INC.**

2. The name and address of the registered agent and office is: Thomas DeAngelis, 11113 Norvell Road, Spring Hill, FL 34608.

Signature: 
Title: President
Date: 12/18/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.

Signature: 
Date: 12/18/96