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LAW OFFICES  
BARRETT, CHAPMAN & RUTA  
PROFESSIONAL ASSOCIATION

RICHARD LEE BARRETT  
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February 18, 1997

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

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-02/21/97--01014--017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: ChemDrops, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check for the sum of \$122.50 is enclosed to cover the filing fee and the expense of a certified copy.

Please file the original copy and return the certified copy to the undersigned.

Thank you for your assistance in this matter. If you have any questions do not hesitate to contact me.

Very truly yours,

VICTOR L. CHAPMAN

VLC/bmj  
Enclosures  
cc: Julio V. Denis

FEB 25

BSB

FILED  
97 FEB 21 PM 3:39  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
ChemDrops, INC.**

**FILED**  
97 FEB 21 PM 3:39  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of this corporation is **ChemDrops, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of the corporation is 4336 Cloverleaf Drive, Casselberry, FL 32707.

**ARTICLE III**

**SHARES**

The number of shares the corporation is authorized to issue is 5,000 shares par value of .01 dollars per share.

**ARTICLE IV**

**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may

also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The name and street of the initial Registered Agent and office of this corporation is Victor L. Chapman, Esquire, BARRETT, CHAPMAN & RUTA, P.A., 255 S. Orange Avenue, Orlando, Florida 32801.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

Julio V. Denis

4336 Cloverleaf Drive  
Casselberry, FL 32707.

Gregory Wayne Smith

Rd. #1 Thornapple Drive  
Cambridge Springs, PA 16403

#### **ARTICLE VII**

##### **INCORPORATOR**

The name and address of the incorporator is Julio V. Denis, 4336 Cloverleaf Drive, Casselberry, FL 32707.

#### **ARTICLE VIII**

##### **PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

FILED

ARTICLE IX

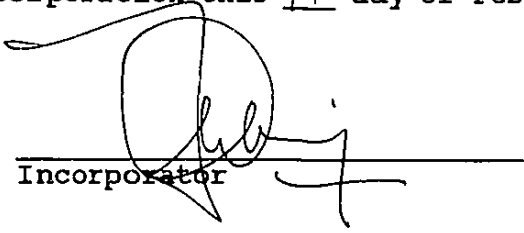
97 FEB 21 PM 3:39

EFFECTIVE DATE

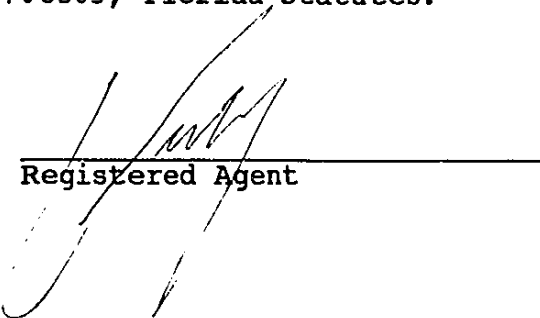
STATE  
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. §607.0203, the effective date of the corporate existence is five (5) days prior to the filing of these Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 17 day of February, 1997.

  
Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 §607.0505, Florida Statutes.

  
Registered Agent