

P97000035079

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Southwestern Perlite Industries, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR 18 PM 2:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

K.R. APR 18 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-18-97	_____	_____
TIME	1:48	_____	CK No. _____
BY	C.S.B.	_____	_____

WALK-IN
 Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	500002147495--7	_____
Vehicle Search	-04/18797--UID29--018	_____
Driving Record	****122.50 ****122.50	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF**

Southwestern Perlite Industries, Inc.

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **Southwestern Perlite Industries, Inc.** The mailing address of the corporation shall be: **555 N.E. 15th - Suite 18A, Venitia Building, Miami, FL 33132.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to: sale of goods, manufacturing, mining, export, and any and all other lawful business.

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein, and to own, hold, control, maintain, manage, and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **555 N.E. 15th - Suite 18A, Ventia Building, Miami, FL 33132**, and the name of the registered agent of this corporation is: **James G. Vickaryous**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial directors of this corporation are:

NAME	ADDRESS
Tom Kiser	3934 Pascay Court Holiday, FL 34691

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
James G. Vickaryous, Esq.	9436 Regency Park Blvd. - Suite A Port Richey, FL 34668

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation are as follows:

NAME	ADDRESS	SHARES
NONE AT THIS TIME		

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS	TITLE
Tom Kiser	3934 Pascay Court Holiday, FL 34691	President
Richard Crittenden	2074 M-32 Alpena, MI 49707	Vice-President

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI - BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

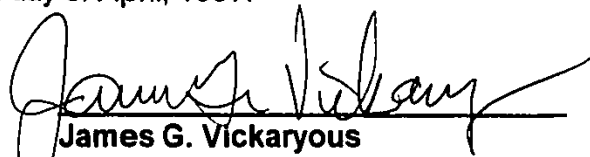
ARTICLE XIII - SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as Subchapter "S" corporation.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

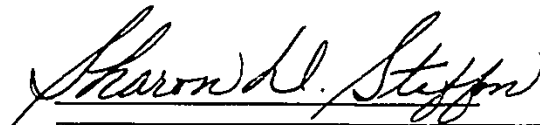
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 17th day of April, 1997.

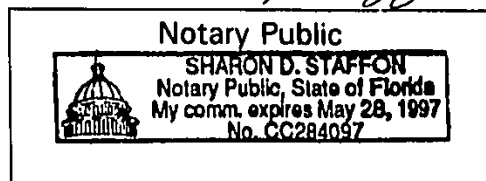

James G. Vickaryous
Subscriber

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 17th day of April, 1997, by **James G. Vickaryous**, who is personally known to me.

THIS INSTRUMENT PREPARED BY:
JAMES G. VICKARYOUS, ESQ.
UMSTED & VICKARYOUS
9436 Regency Park Blvd.-Ste. A
Port Richey, FL 34668
(813)844-7944
(813)844-7344-Facsimile
FL Bar No: 0986933 SPN: 231140





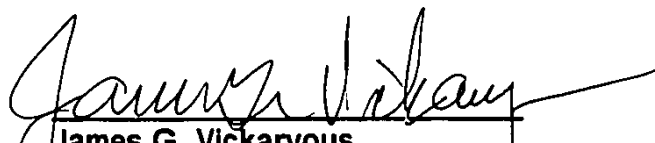
REGISTERED AGENT


The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon **Southwestern Perlite Industries, Inc.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is **555 N.E. 15th - Suite 18A, Venitia Building, Miami, FL 33132**. The address of the Registered Agent is: **9436 Regency Park Blvd. - Suite A, Port Richey, FL 34668**.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida, this 17th day of April, 1997.

**Signed, sealed and delivered
in the presence of:**


Sharon D. Staffon


James G. Vickaryous


Rita G. Aulita

FILED
97 APR 18 PM 2:09
NOTARY PUBLIC STATE
FLORIDA

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 17th day of April, 1997, by **James G. Vickaryous**, who is personally known to me.

THIS INSTRUMENT PREPARED BY:
JAMES G. VICKARYOUS, ESQ.
UMSTED & VICKARYOUS
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