

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

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 _____

RE: Southwestern Perlite
Industries, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit	500002147495--7	
<input type="checkbox"/> Vehicle Search	-04/18797--01029--018	
<input type="checkbox"/> Driving Record	****122.50 ****122.50	
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> 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, 15% 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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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, Venitia 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.

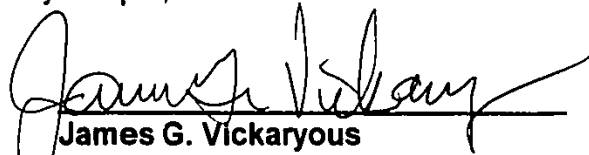
ARTICLE XIII - SPECIAL PROVISIONS

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.

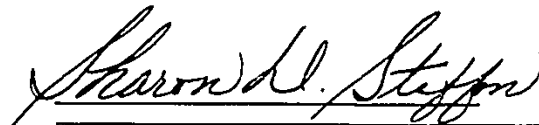
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 17th day of April, 1997.

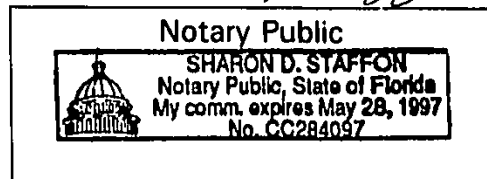

James G. Vickaryous
Subscriber

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



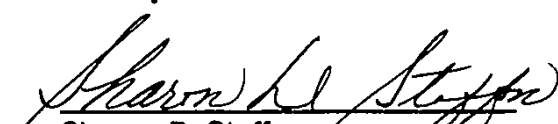


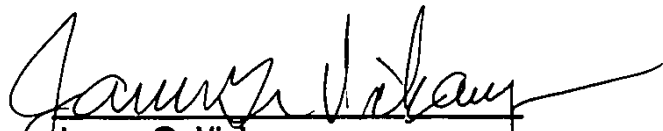
REGISTERED AGENT

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

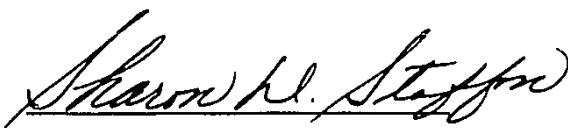

Rita G. Aulita

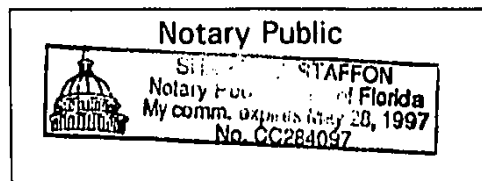
State of Florida
County of Pasco

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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Port Richey, FL 34668
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NOTARY PUBLIC
STATE OF FLORIDA