



THE UNITED STATES
CORPORATION
COMPANY

970000040395

ACCOUNT NO. : 072100000032

REFERENCE : 352179 103341A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : May 2, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 352179-005

CUSTOMER NO: 103341A

300002163553--4

CUSTOMER: Robert Saunooke, Esq
ROBERT SAUNOOKE, ESQ

Suite 208
13700 58th Street No.
Clearwater, FL 34620

DOMESTIC FILING

NAME: REEL CLEAN CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA

MAY -2 AM 8:45

DIVISION OF CORPORATION

97MAY-2 AM11:44

FILED

RECEIVED

00634

57-10192

MAY - 2 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

RESUBMIT

SUBJECT: REEL CLEAN CORPORATION
Ref. Number: W97000010192

Please give original
submission date as file date.

We have received your document for REEL CLEAN CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 697A00023173

RECEIVED
97 MAY -5 PM 12:05
DIVISION OF CORPORATIONS

FILED
97 MAY -2 AM 8:45
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REEL CLEAN CORPORATION

The undersigned natural persons, each more than twenty-one years of age, hereby establish a business corporation pursuant to the statutes of Florida and adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is REEL CLEAN CORPORATION.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The nature, objects and purposes of the business to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including but not limited to the development and marketing of any and all products authorized by law in the State of Florida and throughout the United States.

In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon business corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

The Corporation may conduct part or all of its business in any part of Florida, of the United States, or of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any such places.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is five-hundred thousand 500,000. Each share shall have no par value. All of the stock of the Corporation shall be of the same class, common.

The preferences, limitations and relative rights of each class of shares, and the express grant of authority to the Board of Directors to amend these Articles of Incorporation to divide the Stock into series, to establish and modify the preferences, limitations and relative rights of each share of Stock, and to otherwise impact the capitalization of the corporation, subject to certain limitations and procedures and as permitted by Florida law.

Stated Value of Shares. Shares of the Corporation not having a par value shall be issued for such consideration expressed in dollars as may be fixed from time to time by the vote of directors.

ARTICLE V

Registered Office and Agent. The name and address of the initial registered agent and the initial registered office of the Corporation are:

Agent: Frank K. Smith

Office: 4748 Simcoe Street
Palm Harbor, FL 34683

The principal address and the registered office address are the same.

ARTICLE VI

The initial Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Frank K. Smith President	4748 Simcoe Street Palm Harbor, FL 34683
Kelly M. Smith Sec/Treasurer	4748 Simcoe Street Palm Harbor, FL 34683

ARTICLE VII

No director of this corporation shall have any personal liability to this corporation or its shareholders for monetary damages for breach of his/her fiduciary duty owed to the corporation or its shareholders; except that, in no case is the liability of a director eliminated in the following manner and under the following circumstances:

(i) For any breach of the director's duty of loyalty to the corporation or its shareholders;

(ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;

.... (iii) For any transaction from which the director derives an improper personal benefit.

ARTICLE VIII

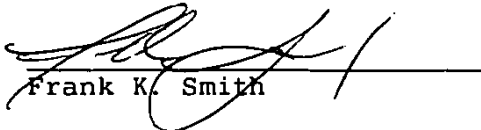
The name and address of the incorporators are shown below.

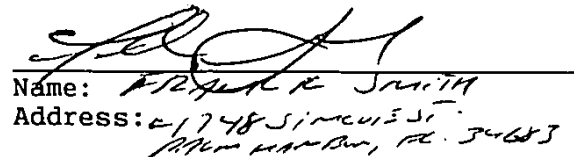
Frank K. Smith President	4748 Simcoe Street Palm Harbor, FL 34683
Kelly M. Smith Sec/Treasurer	4748 Simcoe Street Palm Harbor, FL 34683

Under the penalties of perjury, the undersigned declare that they have examined these Articles and to the best of their knowledge and belief, they are true, correct and clear. These Articles of Incorporation executed this 14th day of APRIL, 1997.

REGISTERED AGENT:

INCORPORATORS:



Frank K. Smith


Name: FRANK K. SMITH
Address: 4748 SIMCOE ST.
PALM HARBOR, FL. 34683

Name:
Address:

REGISTERED AGENT ACKNOWLEDGMENT

The undersigned, being named to accept service of process for the above stated corporation at the place designated below, hereby accepts and agrees to act in this capacity, and to comply with the provisions of all statutes relative to the performance of the duties of a registered agent as more fully set forth in Sections 607.0501 Florida Statutes.


Frank K. Smith
4748 Simcoe Street
Palm Harbor, Florida 34683

FILED
97 MAY -2 AM 8:45
TALLAHASSEE, FLORIDA