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FLORIDA DIVISION OF CORPORATIONS

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FROM: ABALLI, MILNE, KALIL & GARRIGO, P.A.
073123001732

ACCT#:

CONTACT: ARTURO J ABALLI, JR.
PHONE: (305)373-6600
(305)373-7929

FAX #:

NAME: POLYCHEM N.A., INC.

AUDIT NUMBER.....H97000008655

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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H97000008655**ARTICLES OF INCORPORATION****OF****POLY-CHEM N.A., INC.****a Florida Corporation**

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

ARTICLE I - NAME

The name of this corporation is **POLY-CHEM N.A., INC.**

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of this Corporation shall be:

8675 N.W. 53 Street
Suite 126
Miami, FL 33166

ARTICLE III - DURATION

The period of its duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class.

Arturo J. Aball, Jr.
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Tel: (305) 373-8600
Florida Bar # 166383

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105013/01ARTICLES INC

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is AMKG Registered Agents, Inc. and the initial registered office of this corporation is 1980 SunTrust International Center, One S.E. Third Avenue, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

NAME**ADDRESS**

Carlos Diaz

8675 N.W. 53 Street, Suite 126
Miami, Florida 33166**ARTICLE VIII - BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME**ADDRESS**

Arturo J. Aballi, Jr.

1980 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

Arturo J. Aballi, Jr.
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 168383

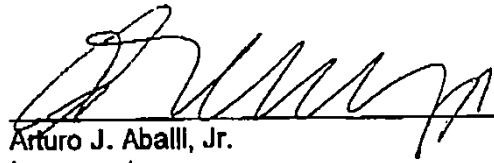
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ARTICLE X - AMENDMENT OF ARTICLES

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 this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of May, 1997.



Arturo J. Aball, Jr.
Incorporator

Arturo J. Aball, Jr.
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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CERTIFICATE OF REGISTERED AGENT**OF****POLY-CHEM N.A., INC.****a Florida Corporation**

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

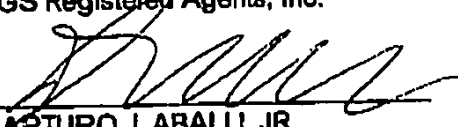
That POLY-CHEM N.A., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named AMKGS Registered Agents, Inc. of 1980 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 27 day of May, 1997.

AMKGS Registered Agents, Inc.

By: 

ARTURO J. ABALLI, JR.
President

Arturo J. Aballi, Jr.
One S.E. Third Ave., Suite 1980
Miami, Florida 33131
Tel: (305) 373-6800
Florida Bar # 166383

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