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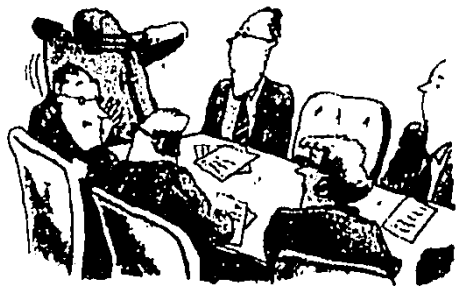
Jeffrey D. Sarkin

J. SARKIN 954 427-1469
Potvin Powerplay Productions Inc
650 S. Military Tr
DeerField Beach FL 33442

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):



"He won't discuss our investment strategies until Jeff Sarkin gets here."

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JD*

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INSTRUCTIONS
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Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
U.S. ACRYLICS, INC.

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THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: U.S. ACRYLICS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principle place of business and mailing address of this corporation shall be:
650 S. MILITARY TRAIL
DEERFIELD BEACH, FL. 33442

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares for which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$100.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

**DOUGLAS BATES ATTORNEY
8211 W. BROWARD BLVD
PLANTATION, FL. 33324**

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person and the name and address of the person whose to serve as initial directors are:

**President/Secretary
JOE BAGLIER
650 S. MILITARY TRAIL
DEERFIELD BEACH, FL. 33442**

**Vice President/Treasurer
Jeffrey L. Sarkin
650 S. Military Trsil
Deerfield Beach, Fl. 33442**

ARTICLE VIII

The name and address of the incorporator executing the Articles of Incorporation is:

**Joe Baglier
650 Military Trail
Deerfield Beach, Fl. 33442**

The undersigned has executed these Articles Of Incorporation this 19th day of June, 1997.

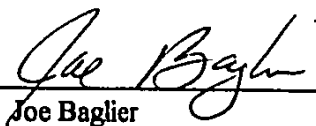


Incorporator

ARTICLE IX
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles Of Incorporation or any amendment hereto and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation, this 19th day of June, 1997.



Joe Baglier

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Joe Baglier who, after being first duly sworn, deposes and states the he signed the foregoing Articles Of Incorporation for the purposes therein expressed. Joe Baglier is personally known to me.
WITNESS my hand and official seal at the State and County aforesaid, this 19th day of January, 1996



SHEILA N. ALMAN
MY COMMISSION # CC357790 EXPIRES
April 15, 1998
BONDED THROUGH FARM INSURANCE, INC.



Notary Public, State of Florida

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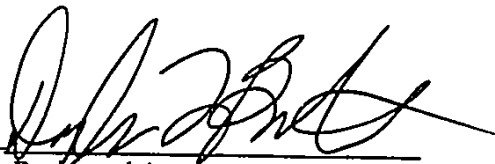
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that U.S. Acrylics, Inc. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation has named Douglas Bates at Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE


Registered Agent