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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 486041 80897A

AUTHORIZATION :

Patricia Pignotti

COST LIMIT : \$ 122.50

ORDER DATE : August 5, 1997

ORDER TIME : 11:40 AM

ORDER NO. : 486041-005

CUSTOMER NO: 80897A

300002258483--0

CUSTOMER: R. Gregory Haller, Esq
R. GREGORY HALLER, ESQ

Suite 350
1001 3rd Avenue West
Bradenton, FL 34205

DOMESTIC FILING

NAME: THE GENERAL SOAP COMPANY

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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 AUG -5 PM 2:40
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG -5 PM 12:16
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SN AUG -5 1997

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ARTICLES OF INCORPORATION
OF
THE GENERAL SOAP COMPANY

FILED

97 AUG -5 PH 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, each a natural person, and competent to contract, do hereby organize ourselves for the purpose of becoming a corporation for profit under the laws of Florida.

ARTICLE I

The name of this Corporation shall be: THE GENERAL SOAP COMPANY, and the business address and the mailing address of the Corporation is 1410 Eighth Avenue East, Bradenton, Florida 34208.

ARTICLE II

The general nature of the business to be transacted by this Corporation is to make, manufacture, distribute, market and sell soap, and related bath products, to own or lease industrial and commercial property for the manufacture of soap and to do all other acts and things incidental thereto, or included in all or any of the general powers given private Corporations for profit under the Laws of the State of Florida.

ARTICLE III

The street address of the initial principal office of this Corporation is 1410 Eighth Avenue East, Bradenton, Florida 34208.

ARTICLE IV

A. Classes of Shares: The Corporation shall have one class of shares and is authorized to issue 10,000 shares of common stock at a par value of \$ 0.10 each.

B. Common Shares: The par value of common shares shall be payable in lawful money of the United States of America, or in other property or property rights, tangible or intangible, or in labor or

services performed for the benefit of the corporation prior to its incorporation, at a just valuation to be fixed by the Board of Directors of the Corporation. The common shares of the Corporation shall be increased or decreased only as provided in the laws of Florida.

ARTICLE V

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation at the price at which such shares are offered to others.

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any shares held or owned by other shareholders of this corporation.

Each shareholder of any class of stock of this corporation shall also be entitled to full pre-emptive rights to purchase any corporate securities carrying rights of subscription to, and/or acquisition of, any unissued or treasury stock.

The stockholders of this corporation may from time to time enter into such agreements relating to the shares of stock held by them and limiting the transferability thereof, and thereafter any transfer of any share subject to the agreement shall be made in accordance with the agreement, provided that prior to the transfer, written notice of the agreement be made on the share certificate representing the shares subject to the agreement.

ARTICLE VI

The amount of capital with which this Corporation will begin business is not less than One Thousand Dollars (\$1000.00)

ARTICLE VII

This Corporation is to exist perpetually.

ARTICLE VIII

The street address of the initial registered office is 1410 Eighth Avenue East, Bradenton, Florida 34208, the name of the initial Registered Agent at that address is George W. Rauch. The Board of Directors may from time to time move the registered office to any other address in the state of Florida.

ARTICLE IX

This Corporation shall have five directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, and there may be as many as nine directors, if so authorized.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The names and addresses of the members of the first Board of Directors are:

George W. Rauch
1410 Eighth Avenue East
Bradenton, Fl. 34208

Diane Stoehrer
2526 Riverside Drive, East
Bradenton, Florida 34208

Ron Stoehrer, Sr.
2526 Riverside Drive, East
Bradenton, Florida 34208

Dale W. Allen, Jr.
1410 Eighth Avenue East
Bradenton, Fl. 34208

Paul Fox
1410 Eighth Avenue East
Bradenton, Fl. 34208

ARTICLE XII

The names and addresses of the incorporators are as follows:

George W. Rauch
1410 Eighth Avenue East
Bradenton, Fl. 34208

ARTICLE XIII

Pursuant to the provisions of Chapter 607.0203, Florida Statutes, 1989, this Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE XIV

The corporation shall indemnify any officer or director, when reasonable, to the fullest extent permitted by law.

IN WITNESS WHEREOF, We have subscribed our names, this 1st day of August, 1997.

George W. Rauch
George W. Rauch
INCORPORATOR

ACCEPTANCE

Having been named as Registered agent of THE GENERAL SOAP COMPANY, I hereby accept designation as Resident Agent, agree to act in that capacity and to comply with all provisions of the statutes relative to the proper performance of the duties, and state that I am familiar with and accept the obligations of the position.

George W. Rauch
George W. Rauch
Registered Agent

COUNTY OF MANATEE)SS
STATE OF FLORIDA)

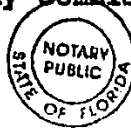
The foregoing instrument was acknowledged before me this 1st

FILED
1997 AUG - 5 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

day of August, 1997, by George W. Rauch, who is personally known to me
or who produced _____ as
identification and who did/did not take an oath.

R. Gregory Haller

Notary Public,
My commission expires:



R. GREGORY HALLER
My Comm Exp. 9/24/97
Bonded By Service Ins
No. CC303423

11/24/97 L.D.