



PHOENIX PHOSPHORS, INC.

P. O. BOX 1439
Mulberry, Florida 33860
Tel: (941) 425-1430
FAX: (941) 425-1524

P97000076613

August 25, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400002281834--4
-09/02/97--01010--006
*****70.00 *****70.00

Gentlepersons:

Enclosed is an original and one copy of an Articles of Incorporation for PHOENIX COATING RESOURCES, INC. Please return the stamped copy to my attention at Phoenix Phosphors, Inc., P. O. Box 1439, Mulberry, FL 33860. A check in the amount of \$70.00 is enclosed for the fee.

Thank you for your attention to this matter.

Sincerely,

John M. Wehrung
President

FILED
97 SEP -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
9/4/97

ARTICLES OF INCORPORATION
OF
PHOENIX COATING RESOURCES, INC.

FILED
97 SEP -2 PM 12:00
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation (which is hereafter referred to as the "Corporation") shall be Phoenix Coating Resources, Inc. The principal place of business of the Corporation shall be:

2377 State Road 37 South
Mulberry, FL.

ARTICLE II NATURE OF BUSINESS

The purposes for which the Corporation is formed are:

- (1) to manufacture feedstock materials for advanced coating applications, and
- (2) to engage in or transact any or all lawful business permitted under the laws of the United States, the State of Florida, or any other state, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and their par value that the Corporation is authorized to have outstanding at any one time is 2,000,000 shares with a par value of \$0.001 per share.

ARTICLE IV TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE V OFFICERS AND DIRECTORS

The number of directors of the Corporation shall be three which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that if there are fewer than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names and street addresses of the directors and officers who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

DIRECTORS:

John M. Wehrung, 10301 U.S. Hwy 27, Clermont, Florida

Thomas P. Nadolski, 912 Centerbrook Drive, Brandon, Florida

Richard I. Chaifetz, 3 Fulham Court, Silver Spring, Maryland

OFFICERS:

President - John M. Wehrung

Vice President - Thomas P. Nadolski

Secretary/Treasurer - Thomas P. Nadolski

ARTICLE VI INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is John M. Wehrung, 10301 U.S. Hwy 27, Clermont, Florida.

ARTICLE VII MISCELLANEOUS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to issue from time to time the shares of the Corporation's stock which have been authorized herein.

(2) No contract or other transaction between the Corporation and any other corporation or entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or individually, officers of such other entity. Any director or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the Corporation who is also a director or officer of such other corporation or entity or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, provided, however, that such contract or transaction shall not be approved unless it receives the affirmative vote of a majority of the disinterested directors.

(3) The Board of Directors shall have power to fix and determine the amount of stated capital of the Corporation and to determine whether any of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders.

(4) The Corporation reserves the right to make from time to time, by majority vote of the stockholders, any amendments of its charter which may now or hereafter be authorized by law, provided, however, that no amendment which changes the rights or terms of any class of the outstanding stock shall be valid unless such change of rights or terms shall have been authorized by holders of a majority of all such stock affected at the time outstanding and voting with or without a meeting.

(5) The Board of Directors shall, by majority vote, adopt and from time to time amend By-Laws governing the operation of the Corporation.

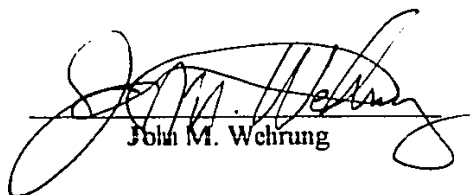
(6) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in these Articles of Incorporation.

(7) The Corporation shall have only common stock and shall have only one class of common stock. All shares of common stock shall have equal rights.

(8) The enumeration and definition of a particular power of the Board of Directors included in these Articles shall in no way be construed to exclude or limit any other powers conferred upon the Board of Directors under the Florida General Corporation Act.

(9) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with any proceeding to the fullest extent permitted by and in accordance with Section .014 of the Florida General Corporation Act.

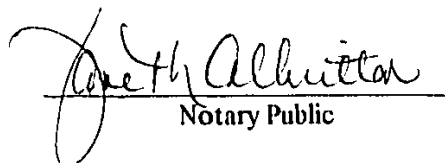
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of August, 1997.


John M. Wehrung

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of August, 1997, by John M. Wehrung of Phoenix-Coating Resources, Inc.

Print, type or stamp name of Notary Public
Personally known ☒ OR Produced I.D. ☐
Type and number of I.D. produced:


Notary Public

My commission expires _____.



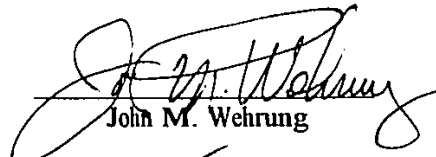
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 SEP -2 PM 12:00
SEC. OF STATE
TALLAHASSEE, FLORIDA

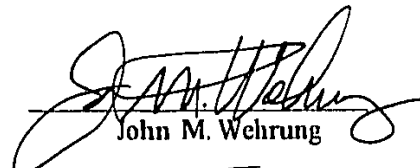
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Phoenix Coating Resources, Inc.
2. The name and address of the registered agent and office is:

John M. Wehrung
10301 U.S. Hwy 27
Clermont, Florida


John M. Wehrung
August 25, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


John M. Wehrung
August 25, 1997