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**STEPHEN C. PREUSS**

**ATTORNEY AT LAW**

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Telephone & Facsimile

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October 6, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 13 AM 9:00

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

Re: Incorporation of THE CHEM-SHOPPE, INC.

Dear Sir or Madam,

Enclosed please find the Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$ 70.00 for the filing fee. I appreciate your assistance.

Please call if you have any questions.

Sincerely,

  
Stephen C. Preuss

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

RP  
10-14-97

ARTICLES OF INCORPORATION  
OF  
THE CHEM-SHOPPE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT 13 AM 9:00

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE CHEM-SHOPPE, INC.

The principal place of business of this corporation shall be  
4021 South 50th St. Tampa, FL 33619.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address for the initial registered agent of the corporation shall be 4021 South 50th St. Tampa, FL 33619, and the name of the initial registered agent of the corporation at that address is David W. Sparks.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share at the price at which it is offered to others.

**ARTICLE VII. SPECIAL PROVISIONS**

It is the intent of the incorporator that the corporation may qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as a Subchapter S corporation.

**ARTICLE VIII. OFFICERS AND DIRECTORS**

The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until successors are elected or appointed are as follows:

DAVID W. SPARKS, Vice-President and Director  
4021 South 50th St. Tampa, FL 33619  
MICHELLE D. SPARKS, President and Director  
4021 South 50th St. Tampa, FL 33619  
AJANI ~~SMITH~~, Secretary/Treasurer and Director  
4021 South 50th St. Tampa, FL 33619  
JAMAL  
by

**ARTICLE IX. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is David W. Sparks, 4021 South 50th St. Tampa, FL 33619.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 8 day of September, 1997.

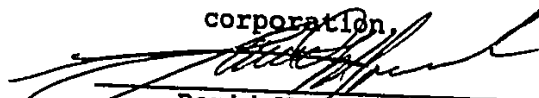
  
David W. Sparks

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

97 OCT 13 AM 9:00

I, David W. Sparks, hereby am familiar with and accept  
the duties and responsibilities as Registered Agent for said  
corporation.

  
David W. Sparks

State of Florida

County of Hillsborough

The foregoing instrument was acknowledged before me this 8  
day of October, 1997. FL 5162-179-65-244

  
Notary Public, State of Florida at Large

My Commission Expires



STEPHEN C. PREUSS  
MY COMMISSION # CC322543 EXPIRES  
October 10, 1997