

P9800000/1873
LAW OFFICES OF
JONATHAN KANE & ASSOCIATES, P.A.

LAW OFFICES ALSO AT:

16455 N.E. 6TH Ave.
NORTH MIAMI BEACH, FL 33162
DADE (305)545-5123

400 NORTH ANDREWS AVENUE, SUITE 100
FT. LAUDERDALE, FL 33301-3245
BROWARD (954)523-5123

DADE TO BROWARD (305)545-5123

ALL REPLIES TO:

400 NORTH ANDREWS AVENUE
FT. LAUDERDALE, FL 33301-3245

FAX (954)523-2201

December 23 1997

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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-01/05/98--01060--020
*****70.00 *****70.00

Re: BIORGANICS, Inc.

Gentlemen:

Enclosed herewith please find the original and two copies of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of seventy dollars (\$70.00) to cover the costs of filing this corporation.

Kindly return a stamped copy to the undersigned.

Very truly yours,


Jonathan Kane, Esquire

JK\dp

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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D. BROWN JAN - 8 1998

ARTICLES OF INCORPORATION

OF

BIORGANICS, INC.

ARTICLE I - NAME

The name of this corporation is **BIORGANICS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 share(s) of common stock with a par value of \$10.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9 Island Avenue, Suite

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906, Miami Beach, Fl. 33139 and the name of the initial registered agent of this corporation, at that address is Dessiree Kane.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one board of director initially. The number of director(s) may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation are:

NAME	ADDRESS
DESSIREE KANE	9 Island Avenue, Suite 906 Miami Beach, Fl. 33139

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these articles is:

NAME	ADDRESS
DESSIREE KANE	9 Island Avenue, Suite 906 Miami Beach, Fl. 33139

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares

may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$1,000.00.

ARTICLE XIII-MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XVII - LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of the majority of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXII - AMENDMENT

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(s) has/have executed these Articles of Incorporation on the 23rd day of December, 1997.


DESSIREE KANE
INCORPORATOR

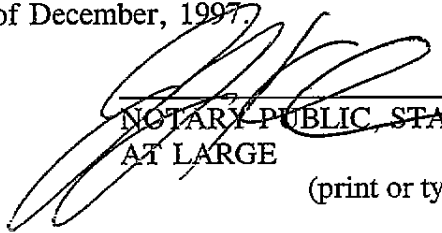
STATE OF FLORIDA)
)SS
COUNTY OF:)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared Dessiree Kane known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23 day of December, 1997.



JONATHAN KANE
My Commission CC458259
Expires May. 02, 1999
Bonded by HAI
800-422-1555


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

(print or type name of notary)

MY COMMISSION EXPIRES:

Personally known or identification
produced: _____

STATE OF FLORIDA
DEPARTMENT OF STATE

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DIVISION OF CORPORATIONS
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Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

BIORGANICS, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 9 Island Avenue, Suite 906, Miami Beach, Fl. 33139 has named Dessiree Kane of 9 Island Avenue, Suite 906, Miami Beach, Fl. 33139 as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS</u>
DESSIREE KANE	PRESIDENT	9 ISLAND AVENUE, SUITE 906 MIAMI BEACH, FL 33139

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


DESSIREE KANE