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January 15, 1998

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

Re: SEMCO LABS, Inc.

Enclosed please find one original and a copy of the Articles of Incorporation of SEMCO LABS, Inc. Also included with the Articles of Incorporation is the Certificate of Designation for Registered Agent/Registered Office and a check for \$122.50 to cover the filing fee. Please forward the registered Articles of Incorporation to the address below.

Sincerely,

Robert H. Keene

Robert H. Keene
Incorporator
275 Spring Forest Drive
New Smyrna Beach, FL 32168

EFFECTIVE DATE
1-15-98

FILED
98 JAN 20 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: Articles of Incorporation
Certificate of Designation for Registered Agent/Registered Office
\$122.50

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ARTICLES OF INCORPORATION
OF
SEMCO LABS, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: SEMCO LABS, Inc.

EFFECTIVE DATE
1-15-98

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3781 Nova Road Suite 429
Port Orange, FL 32119

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act. No other purpose shall limit this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To establish Sanitary Environment Monitoring for the Food Service Industry.

ARTICLE V - CAPITAL STOCK

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The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of ONE DOLLAR (\$1.00) per share.

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ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert H. Keeven
235 Spring Forest Drive
New Smyrna Beach, FL 32168

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is TWO (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than TWO (2).

ARTICLE VIII - INCORPORATORS

The name(s) and street address(es) of the incorporator to these Articles of Incorporation are:

Robert H. Keeven
President
235 Spring Forest Drive
New Smyrna Beach, FL 32168

Gary S. Kaplan
Secretary
275 Spring Forest Drive
New Smyrna Beach, FL 32168

ARTICLE IX - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the

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holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver by the Shareholder.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section §607.167, Florida Statute, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on January 15, 1998.

Robert H. Keeven President
Robert H. Keeven - President

Gary S. Kaplan Secretary
Gary S. Kaplan - Secretary

STATE OF FLORIDA)

SS:

COUNTY OF VOLUSIA)

Before me personally appeared ROBERT H. KEEVEN AND GARY S. KAPLAN (known to me/presented identification) to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 15 day of January, 1998.

Kenneth A. Renner

Notary Public
State of Florida at Large

My commission expires: (Seal)



KENNETH A. RENNER
Comm. No. CC 704545
My Comm. Exp. Dec. 28, 2001
Bonded thru Pichard Ins. Agcy.

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98 JAN 20 PM 3:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

1. The name of the corporation is:

SEMCO LABS, Inc.

2. The name and address of the registered agent and office is:

Robert H. Keeven
235 Spring Forest Drive
New Smyrna Beach, FL 32168

Signature Robert H. Keeven

Title: INCORPORATOR

Date: January 15, 1998

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 Robert H. Keeven

Date January 15, 1998