

P980000031036

001

4/03/98
1:05 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000006486 8))

TO: DIVISION OF CORPORATIONS
(850) 922-4001

FAX #:

FROM: EVANS & DONICA, P.A.
071445001310
CONTACT: NOEL K EVANS
PHONE: (813) 221-1996
(813) 223-2156

ACCT#:

FAX #:

NAME: MAGNACHEM CORPORATION
AUDIT NUMBER.....H98000006486
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES.....5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

98 APR -3 PM 2:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bm 4/3/98

H98000006486 8

ARTICLES OF INCORPORATION
OF
MAGNACHEM CORPORATION

I.
NAME AND ADDRESS
OF PRINCIPAL OFFICE

The name of this corporation shall be Magnachem Corporation and the address of it's Principal office is:

5380 Gulf of Mexico Drive, Suite 105-404
Longboat Key, Florida 34228

II.
PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this state.

III.
TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation, and shall exist perpetually.

IV.
CAPITAL STOCK

This corporation is authorized to issue one thousand shares (1,000) of no par stock.

Herbert R. Donica, Esq.
EVANS & DONICA, P.A.
201 E. Kennedy Boulevard Suite 1500
Tampa, FL 33602
813/221-1996
FAX 813/223-2156
Fla. Bar #841870

H98000006486 8

FILED
98 APR -3 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000006486 8

V.
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 already holds, 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.

VI.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 East Kennedy Boulevard, Suite 1500, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Herbert R. Donica, Esq.

VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and addresses of the initial director of this corporation is:

Herbert R. Donica, Esq.
201 E. Kennedy Blvd., Suite 1500
Tampa, Florida 33602

VIII.
INCORPORATORS

The name and address of the person signing these Articles is:

Herbert R. Donica, Esq.
201 E. Kennedy Boulevard, Suite 1500
Tampa, Florida 33602

IX.
INDEMNIFICATION

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

H98000006486 8

H98000006486 8

X.
AMENDMENT

The 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.

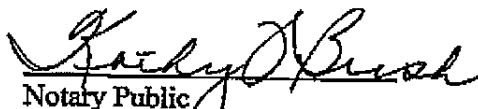
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation April 3, 1998 A.D.

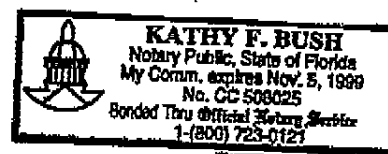

Herbert R. Donica, Esq.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, KATHY F. BUSH, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared Herbert R. Donica, Esq., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, April 3, 1998 A.D.


Notary Public
My Commission Expires:



H98000006486 8

H98000006486 8

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, Magnachem Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida has named Herbert R. Donica, Esq., located at 201 East Kennedy Boulevard, Suite 1500, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
Herbert R. Donica, Esq. (registered agent)

FILED
98 APR -3 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000006486 8