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FILED
98 OCT 15 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 14, 1998

FEDERAL EXPRESS

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Amended and Restated Articles of Organization

Ladies and Gentlemen:

Enclosed please find two original sets of the Amended and Restated Articles of Organization for No Soap, Inc., together with a check for \$70.00 representing the filing fee. If you should have any questions or need additional information, please call me.

Sincerely,

Maria A. Martinez
Maria A. Martinez

Enclosures

Amended & Restated art. & N/C

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VS OCT 21 1998

CERTIFICATE
OF THE
SOLE INCORPORATOR
OF
NO SOAP, INC.

FILED
98 OCT 15 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of No Soap, Inc. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation that do not require shareholder approval because the Corporation has no issued and outstanding stock.

(b) The Corporation's sole incorporator duly adopted all the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation, on October 14, 1998, pursuant to Section 607.1005 of the Florida Business Corporation Act.

IBC NEW PRODUCTS CORP.

By: _____

Louis R. Montello,
Sole Incorporator

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NO SOAP, INC.**

Original Articles of Incorporation filed with
the Florida Department of State on
May 7, 1998

On October 14, 1998, the Sole Incorporator of No Soap, Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1005 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is IBC New Products Corp. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 1506 N.E. 162nd Street, North Miami Beach, Florida 33162.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Registered Office

The street address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its registered agent at such office is Louis R. Montello.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

ARTICLE VI


Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on October 14, 1998.

NO SOAP, INC.

By: _____


Louis R. Montello,
Sole Incorporator