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FROM: ACE INDUSTRIES, INC.  
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NAME: SEARCH CHEMICAL CORP.

AUDIT NUMBER.....H98000008954

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 13, 1998

ACE INDUSTRIES, INC.

SUBJECT: SEARCH CHEMICAL CORP.  
REF: W98000010820

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Tracy Augsburger  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION**

**SEARCH CHEMICAL CORP.**

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation is:

**SEARCH CHEMICAL CORP.**

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, fully and to the same extent as a natural person might or could do viz:

- a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection therewith.
- b) To engage in and carry on any business or businesses every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida or any other State in the United States or in any foreign country.
- c) To do any and all necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with

Prepared by:  
**ace! Industries, Inc.**  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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other firms, individuals, of corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part of parts thereof, if not inconsistent with the laws under which this corporation is organized.

d) That the main business of the corporation is as follows:

1. Ownership, management and operation of import & export.

### ARTICLE III

#### CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be 1000 shares of common stock, at \$1.00 par value.

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors.

### ARTICLE IV

#### AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

### ARTICLE V

#### CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved, according to law.

### ARTICLE VI

#### PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 100 NW 87th Avenue, Suite E102, Miami, Fl 33172 with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

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**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS AND OFFICERS**

The Corporation shall have One (1) directors initially, whose number may be increased or diminished by the by-laws from time to time but shall never be less than One (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the President & Secretary who subject to the provisions of the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Name	Officer	Address
Carla Guerrero	President & Secretary	1608 SW 143rd Place Miami, Fl 33175

**ARTICLE VIII**

**INCORPORATION'S**

The names and addresses of the persons signing these articles are: Carla Guerrero 1608 SW 143rd Place, Miami, Florida 33175.

**ARTICLE IX**

**BY-LAWS**

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

**ARTICLE X**

**NAME AND ADDRESS OF SUBSCRIBERS AND NUMBER OF SHARES**

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names:

Carla Guerrero      1000 shares

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**ARTICLE XI****AMENDMENT**


This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

**ARTICLE XII****REGISTERED OFFICE AND REGISTERED AGENT**

This Corporation designates as Registered Offices: 100 NW 87th Avenue, Suite E102, Miami, Florida 33172.

This Corporation designates as Registered Agent: Carla Guerrero.

IN WITNESS WHEREOF, we, the undersigned, being all of the original subscribers to the capital stock thereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, do make, subscribe, acknowledge, and file the Articles, hereby declaring and certifying that the facts herein stated are true; and to respectively agree to take the number of shares of stock thereinbefore set forth, and accordingly, have hereunto set our hands and seals this 4th day of May, 1998

  
\_\_\_\_\_  
Carla Guerrero

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

In compliance with the laws of the State of Florida, the following is submitted:

FIRST: That Search Chemical Corp. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the County of Dade, State of Florida, has named Carla Guerrero, located at 100 NW 87th Avenue, #E102, Miami, Florida 33172, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT**

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

By: Carla Guerrero  
Carla Guerrero  
Resident Agent

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