

CHARLES D. MINER, P.A.
Attorney at Law

105 East Robinson Street
Suite 501
Orlando, Florida 32801

Charles D. Miner
Board Certified in Taxation
Phone: (407) 246-1666
Fax: (407) 839-0577

P98000083176

September 22, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
9-22-98

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*****210.00 *****70.00

Dear Sir or Madam:

Enclosed are the original and a photocopy of the Articles of Incorporation for three new corporations, each of which shall be a wholly-owned subsidiary of AllChem Industries Holding Corporation. Also enclosed is a certificate designating the registered office for service of process on each of these corporations within this State and naming an agent upon whom process may be served. Please indicate your approval of the Articles of Incorporation for each of these corporations and return them to me.

The corporations being formed are:

- 1) AllChem Industries Specialty Chemicals Group, Inc.
- 2) AllChem Industries Industrial Chemicals Group, Inc.
- 3) AllChem Industries Beijing China, Inc.

My firm's check in the total amount of \$210.00 is enclosed to cover the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 fee for designation of registered agent for each of the three corporations being formed.

Very truly yours,

Charles D. Miner

Charles D. Miner

CDM/sg
cc: Mr. Josh Feldstein

FILED
98 SEP 24 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-25-98
JFM

EFFECTIVE DATE
9-22-98

**ARTICLES OF INCORPORATION
OF**

ALLCHEM INDUSTRIES INDUSTRIAL CHEMICALS GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **ALLCHEM INDUSTRIES INDUSTRIAL CHEMICALS GROUP, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

105 East Robinson Street
Suite 501
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

CHARLES D. MINER

The street address and the mailing address of the corporate offices shall be:

6010 N.W. 1st Place
Gainesville, Florida 32607

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the initial officers and directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Josh Feldstein	6010 N.W. 1st Place Gainesville, Florida 32607	President/ Treasurer/ Director
James Calais	6010 N.W. 1st Place Gainesville, Florida 32607	Vice-Pres/ Secretary/ Director

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Charles D. Miner	105 E. Robinson Street, Suite 501 Orlando, Florida 32801

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - PRE-EMPTIVE RIGHTS

The corporation shall not issue any additional shares (or securities convertible into shares) of any class, kind or series unless such issuance shall have first obtained the approval of shareholders representing at least eighty percent (80%) of all classes of stock in the corporation which are then outstanding. In the event any such shares should be approved by the shareholders and issued by the corporation, each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares such shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days after receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issuance of shares, and inviting such shareholder to exercise such shareholder's pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X - 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 subscriber has executed these Articles of Incorporation this 22nd day of September, 1998.

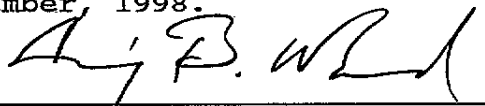

CHARLES D. MINER

STATE OF FLORIDA)

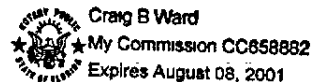
COUNTY OF ORANGE)

BEFORE ME the undersigned authority, personally appeared CHARLES D. MINER, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me. He ~~(did)~~ (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of September, 1998.



Notary Public
My commission Expires:



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: **ALLCHEM INDUSTRIES INDUSTRIAL CHEMICALS GROUP, INC.**
2. The name and address of the registered agent and office is:

Charles D. Miner
105 E. Robinson Street
Suite 501
Orlando, Florida 32801

Date: Sept 22, 1998


CHARLES D. MINER, Subscriber

ACCEPTANCE

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.

Date: Sept 22, 1998


CHARLES D. MINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA