

FILTR-KAP

U. S. A., I N C.

P98000089149

October 16, 1998

EFFECTIVE DATE

9/24/98

Ms. Tracy Augsberger
Document Specialist
FLA. DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/30/98--01071--005
****122.50 ****122.50

Re: Filtr-Kap USA, Inc.
Ref. No. W98000022416

Dear Reader:

Please find enclosed the corrected Articles of Incorporation for the above referenced corporation.

We regret and apologize that our error caused a delay in the issuance of our corporate papers and further caused your office additional paperwork.

If I can be of further service, please do not hesitate to call me.

Thank you.

FILTR-KAP USA, INC.



Robert E. Holland
Executive Vice President

FILED
98 SEP 30 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

file: filtrkap.doc

TA-10/20/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1998

HOLLAND AND BASSETT SURVEYORS, INC.
7601 ALTON AVE
JACKSONVILLE, FL 32211

SUBJECT: FILTR-KAP USA, INC.
Ref. Number: W98000022416

We have received your document for FILTR-KAP USA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

IF THE PRINCIPAL OFFICE HAPPENS TO BE THE SAME PLACE AS THE REGISTERED OFFICE, THEN PLEASE STATE THAT IN ARTICLE V.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 798A00049058

EFFECTIVE DATE
9/24/98

FILED
98 SEP 30 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FILTR-KAP USA, INC.**

The undersigned, for the purposes of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is FILTR-KAP USA, INC, and the principal place of business shall initially be 7601 Alton Avenue, Jacksonville, FL 32211.

ARTICLE II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Nature of Business

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

ARTICLE IV

Capitol Stock

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.
- (d) Restrictions of Transfer of Stock. The shareholders may, by bylaw provision or by

shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7601 Alton Avenue, Jacksonville, FL 32211 and the name of the initial Registered Agent of this corporation at that address is Robert E. Holland. The principal office shall be the same as the registered office.

ARTICLE VI

Directors

(a) Number. This corporation shall have two Directors initially. The number of Directors any be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the members of the first Board of Directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Robert E. Holland	7601 Alton Avenue Jacksonville, FL 32211
Terry S. Brown	7601 Alton Avenue Jacksonville, FL 32211

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees, and agents to the full extent provided by law.

ARTICLE VII

Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to

amendment or repeal by the directors.

ARTICLE VIII

Incorporator

The name and address of the incorporator of this corporation is:

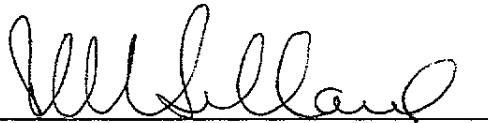
Robert E. Holland
7601 Alton Avenue
Jacksonville, FL 32211

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the incorporator has executed these Article of Incorporation this
24 day of SEPTEMBER, 1998.

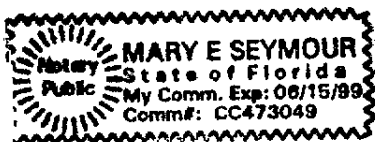


Robert E. Holland

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by Robert E. Holland, personally known to me, who did not take an oath, on this 24th day of September, 1998.


Notary Public, State of Florida at Large

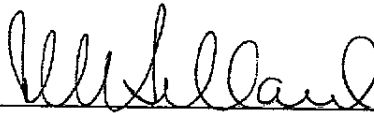


FILED
98 SEP 30 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.034, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

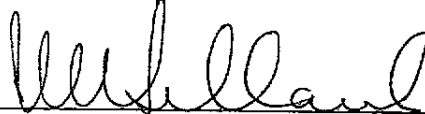
FILTR-KAP USA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA WITH IT'S PRINCIPLE PLACE OF BUSINESS AT CITY OF
JACKSONVILLE, STATE OF FLORIDA, HAS NAMED ROBERT E. HOLLAND, LOCATED
AT 7601 ALTON AVENUE, JACKSONVILLE, STATE OF FLORIDA AS IT'S AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Robert E. Holland

Dated: 24 SEPTEMBER, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER STATE THAT I AM
FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS PROVIDED FOR IN SECTION
607.325, FLORIDA STATUTES.



Robert E. Holland

Dated: 24 SEPTEMBER, 1998