

P. 99000017548

Atkin & Friedman

Attorneys At Law
2077 First Street, Suite 208
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Ft. Myers, FL 33902

FILED

99 FEB 22 AM 10:07

Howard Atkin
David C. Friedman

SECRETARY OF STATE (941) 337-4477
TALLAHASSEE, FLORIDA FAX (941) 337-5376

February 19, 1999

State of Florida
Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Gentech Services, Inc.

Gentlemen:

Gentech Services, Inc. is an active "S" Corporation. The owner, Dennis Delikat, would like to change to a "C" Corporation and has been advised by his accountant that he has to file new corporate papers. Therefore, enclosed are the original and one copy of Articles of Incorporation and the original Certificate Designating Registered Agent for the above company. Please file the originals and return a certified copy of the Articles to this office. Our check in the amount of \$122.50 is enclosed.

If this is not the correct procedure in order to change this corporation to a "C" corporation, please advise.

Your cooperation in this matter is appreciated.

Sincerely,



Howard Atkin

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HA/smp
Enclosures

P. Hall

FEB 24 1999 ✓

ARTICLES OF INCORPORATION

OF

GENTECH SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is GENTECH SERVICES, INC..

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing the Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall upon the sale for cash of any new stock of this Corporation, 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 which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the intitial registered office of this

Corporation is 2077 First Street, Suite 208, and the name of the initial registered agent of this Corporation is HOWARD ATKIN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director and no more than five. The name and address of the initial Board of Directors of the corporation is: Dennis G. Delikat, 5333 Cortez Court, Cape Coral, FL 33904 and John Burke, 928 SE 13 Place, Cape Coral, FL 33990.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is: Dennis G. Delikat, 5333 Cortez Court, Cape Coral, FL 33904.


ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles on the 11th day of February, 1999.

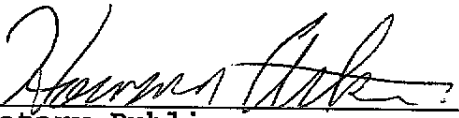

Dennis G. Delikat

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County as set forth above, personally appeared DENNIS G. DELIKAT, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11th day of February, 1999.

 (SEAL)
Notary Public

Official Seal



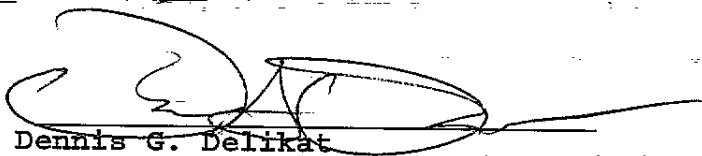
HOWARD ATKIN
COMMISSION # CC 649076
EXPIRES JUL 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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

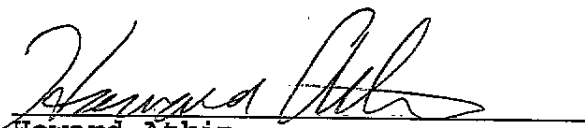
In compliance with Sections 48.091 and 607.34, Florida
Statutes, the following is submitted.

That GENTECH SERVICES, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place
of business at 5333 Cortez Court, Cape Coral, FL 33904, has named
HOWARD ATKIN, located at 2077 First Street, Suite 208, Ft. Myers,
Florida 33901, as its agent to accept service of process within
Florida.

DATED: 11 Feb 1999


Dennis G. Delikat

Having been named to accept service of process for the above-
named corporation, at the place designated on this certificate, I
hereby agree to act in this capacity and I further agree to comply
with the provisions of all Statutes relative to the proper
performance of my duties.


Howard Atkin
Registered Agent

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TALLAHASSEE, FLORIDA