

P99000056047

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RhinoGen, Inc.

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☒ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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TALLAHASSEE, FLORIDA

Signature

Requested by:

LS

6/21/99

9:31

Name

Date

Time

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RhinoGen, Inc.

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be: **RhinoGen, Inc.**

The principal place of business of the Corporation shall be:

27535 Corrine St.
Paisley, FL 32767

The mailing address of the Corporation shall be:

c/o Edward M. Livingston, Esq.
P.O. Box 1599
Winter Park, FL 32790

ARTICLE II - DURATION

This corporation shall exist in perpetuity as provided for in *Florida Statutes*, Chapter 607.

ARTICLE III - PURPOSE

This corporation is organized to conduct any and all lawful business or act in any manner lawful under the laws of the United States and the State of Florida, including *Florida Statutes*, Chapter 607 (1976), generally known as The Florida

General Corporation Act or any other statute of the State of Florida not inconsistent with *Florida Statutes*, Chapter 607 (1976).

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 7,500 shares of Common Stock with \$1.00 par value per share.

The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

ARTICLE VI - PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 628 Ellen Drive, P.O. Box 1599, Winter Park, Florida 32790, and the name of the initial registered agent is EDWARD M. LIVINGSTON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws. The names and street addresses of the first members of the Board of Directors, who shall hold office until the first meeting of shareholders or until successors are elected, are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Paul A. Fronek	27535 Corrine St. Paisley, FL 32767

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>STREET ADDRESS</u>
Edward M. Livingston	628 Ellen Drive Winter Park, Florida 32789

ARTICLE IX - BY-LAWS

The shareholders or the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or appealed by the shareholders or the Board of Directors. The By-Laws may contain any provisions

for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders at any meeting expressly called for said purpose, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of June, 1999.

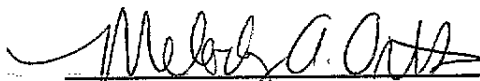


Edward M. Livingston

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared EDWARD M. LIVINGSTON personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State
and County aforesaid, this 17th day of June, 1999.



Notary Public

Print Name:

My Commission Expires:



Melody A Orth

My Commission CC671962

Expires September 29, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for: **RhinoGen, Inc.** at the
place designated in the foregoing Articles of Incorporation, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.



EDWARD M. LIVINGSTON

DATE: June 17, 1999

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TALLAHASSEE, FLORIDA