

PA99000088342

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 OCT -4 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8000003004358--4
-10/04/99--01102--006
*****78.75 *****78.75

SUBJECT: ZyChem Technologies, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Stephen C. Perry
Name (Printed or typed)

205 Churchill Drive
Address

Longwood, FL 32779
City, State & Zip

407-834-8728
Daytime Telephone number

AUTHORIZATION BY PHONE TO

add principal
add to certificate
DATE 10/6/99
DOC. NO. PH

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ZyChem Technologies, Inc.

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

ZyChem Technologies, Inc.

ARTICLE II - NATURE OF BUSINESS

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do.

1. To take, buy, purchase, sell, exchange, hire, lease, or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage and develop same.

2. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation and in particular lands, leaseholds, shares of stock, mortgages, bonds and other securities.

3. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.

4. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels real or other property of the company, real and personal.

5. To issue debentures, bonds or other evidence of indebtedness secured by mortgage or mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence or indebtedness, whether secured by mortgage, pledge or otherwise.

6. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness or any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.

7. To carry on any business whatsoever which the corporation may deem proper or convenient, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.

8. To purchase, hold, sell, and issue the shares of its own capital stock.

9. To conduct its business in the State of Florida, in other states, in the District of Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this Corporation is formed.

10. To engage in the business of buying, selling, and otherwise dealing in any goods or services, of acting as agent or representative for others in the distributions, delivery, purchase and sale of goods and services, and of selling, promoting and advertising the sales of goods and services.

11. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

12. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article, or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue is 6,000 shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of a value rendered to the Corporation or cash.

ARTICLE IV - DURATION OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE V - ADDRESS

The street address of the initial registered office of the Corporation in the State of Florida shall be 728 Industry Road, Longwood, Florida

32750, U.S.A. and the name of its initial registered agent at such address is Stephen C. Perry. The Corporation may have and establish offices, conduct business and promote its objects within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the directors may designate. The principal address is the same as the registered office.

ARTICLE VI - DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than two (2) Directors. Attendance by a majority of the directors at any meeting shall constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of Common Stock of the Corporation. The names and street addresses of the members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen C. Perry	205 Churchill Drive Longwood, FL 32779 U.S.A.
Rune Skjoldal	Harald Skjolds veg 25 5236 Radal Bergen, Norway
Mack Odegaard	Black Horse House Thame Road, Stadhampton OXON OX44 7TP United Kingdom

ARTICLE VII - SUBSCRIBERS

The names and street addresses of the incorporators of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen C. Perry	205 Churchill Drive Longwood, FL 32779

ARTICLE VIII - OFFICERS

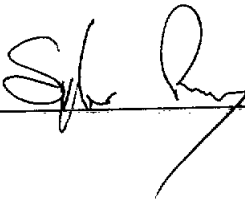
The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers and committees which may seem expedient to the Board. The Officers who are to hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>
Mack Odegaard	President
Rune Skjoldal	Treasurer
Laura Boccaletti	Secretary
Stephen Perry	Vice President

ARTICLE IX - SEAL

The seal of the Corporation shall be a circular impression with the name
ZyChem Technologies, Inc. 1999 around the border
and "Florida Seal, " in the center.

IN WITNESS WHEREOF, WE, the undersigned, as the incorporators of the
above-named Corporation, do hereby subscribe our names hereto and acknowledge the
execution of the same on this 30th day of September, 1999.

 (SEAL)

____ (SEAL)

____ (SEAL)

____ (SEAL)

____ (SEAL)

The above named has appeared before me on this 30th day of September, 1999.

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NOTARY PUBLIC
My Comm Exp. 10/30/99
Bonded By Service Inc
No. CC506382
Personally Known
REEL (SEAL)

MADL021-423-111

FILED

99 OCT -4 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above-stated Corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

[Signature]

The above named has appeared before me on this 30th day of September 1999.



LEE W. REEL

My Comm. Exp. 10/29/99

Bonded By [Signature]

NO. CC506382

☒ Personally Known

☐ Other P.D.

(SEAL)

MADL 021-423-111