



OMNI

TAX & FINANCIAL ADVISORS, INC.

REGISTERED INVESTMENT ADVISORS

P99000103453

November 19, 1999

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

9000003052889--8
-11/23/99-01041-002
*****78.75 *****78.75

Dear Sirs:

Attached are the Articles of Incorporation for Bindmax Proteins Inc. along with a check made payable to the Division of Corporations for \$78.75.

Please send the certified copy of the Articles to:

Kathy B. Church
Omni Tax & Financial Advisors, Inc.
5440 Mariner St. Suite 102
Tampa, Florida 33609

If you have any questions or require more information, please contact me @ (813)281-0028.

Sincerely,

Kathy B. Church

Kathy B. Church

FILED
99 NOV 23 AM 10:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

KBC/sg

enclosures Articles of Incorporation (2)
(1) Check

L. Burch NOV 30 1999

Planning For Your Future...Now

5440 Mariner Street, Suite 102 • Tampa, FL 33609-3414 • Office: 813.281.0028 • Fax: 813.288.8824
Website: www.omniadvisors.com • Email: kbctpa@mindspring.com

Securities through G.A. Reppe & Co. A Registered Broker-Dealer Member NASD/SIPC

ARTICLES OF INCORPORATION
OF
BINDMAX PROTEINS INC.

FILED
99 NOV 23 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida; do hereby certify as follows:

ARTICLE I

The name of the corporation shall be:

BINDMAX PROTEINS INC.

ARTICLE II

The Corporation shall be entitled to engage in any activity permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of the corporation shall be divided into shares of \$0.25 par value, with 100 shares of common authorized, and each share shall entitle the holder thereof to vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation fixed by the incorporators or by the board of directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

The amount of capital with this corporation shall begin business will be a minimum of \$25.00.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 5007 Corvette Drive Tampa, Florida 33624, but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

The Registered Agent of this Corporation shall be: Richard D. Cassidy
5007 Corvette Drive
Tampa, Florida 33624

ARTICLE VII

The board of directors of the Corporation shall not be less than one (1) nor more than (7) unless otherwise provided by the By-Laws. A quorum for the transaction of business shall be a majority of Directors qualified and acting unless otherwise provided in the By-Laws. The directors may make or amend the By-Laws; the meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

ARTICLE VIII

The name and address of the Board of Directors who shall hold office for the first year or until successors are duly elected and qualified shall be:

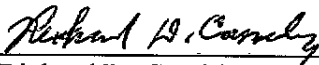
President - Richard D. Cassidy
5007 Corvette Drive
Tampa, Florida 33624

ARTICLE IX

The time and place of the annual stockholders meeting shall be on January 1st of each and every year at the principal office of the Corporation unless otherwise fixed in the By-Laws or the resolution of the Board of Directors and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by Stockholders at their annual meeting or at a special meeting held for the purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting and the Board shall have the right to increase or decrease its number of Directors within the limits of this Charter.

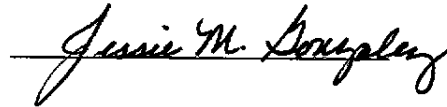
IN WITNESS WHEREOF: I, the subscriber have executed these Articles of
Incorporation this 20 day of NOVEMBER 1999.


Richard D. Cassidy

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY that on this day before me, a Notary Public, Duly authorized to take acknowledgements in the State and County named above, personally appeared Richard D. Cassidy to me well known to be the person described in the foregoing Articles of Incorporation, as subscriber and who executed the foregoing and acknowledged that he subscribed to these Articles of Incorporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 20th day of November 1999.



Notary Public

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST---that desiring to organize under the laws of the State of Florida with its principal office as indicated on the Articles of Incorporation, Bindmax Proteins Inc. has named Richard D. Cassidy as its agent to accept services of process within the State at:

5007 Corvette Drive
Tampa, Florida 33624

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to provisions of said Act relative to keeping open said office.



Registered Agent