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December 9, 1999

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

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*****87.50 *****87.50

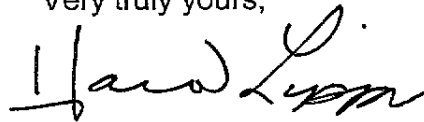
Re: Algae Ventures, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation, the Certificate Designating Registered Agent and Office, and our firm's check in the amount of \$87.50, to cover the filing fee to incorporate the above-referenced entity.

Thank you for your assistance with this matter.

Very truly yours,



Harold S. Lippes

HSL/ccv
Enclosures

FILED
99 DEC 13 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-15-99

ARTICLES OF INCORPORATION

OF

Algae Ventures, Inc.

FILED
99 DEC 13 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose 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 Algae Ventures, Inc.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

Article III

Nature of Business

This purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Primarily owning property.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with \$1.00 par value per share.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the principal office of this corporation is 10277 Atlantic Boulevard, Jacksonville, Florida 32225-6695. The registered agent of this corporation is Raymond Matheny of 10277 Atlantic Boulevard, Jacksonville, FL 32225-6695.

Article VI

Directors

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

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Raymond Matheny President/Director	10277 Atlantic Boulevard Jacksonville, FL 32225-6695

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may 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 street address of the incorporator of this corporation is:

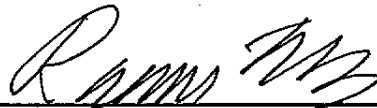
Raymond Matheny
10277 Atlantic Boulevard
Jacksonville, FL 32225-6696

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.

this 6th IN WITNESS WHEREOF, the incorporator has executed these Articles
day of December, 1999.



Raymond Matheny

STATE OF FLORIDA)
COUNTY OF DUVAL)

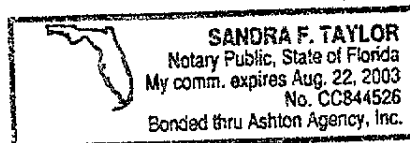
The foregoing instrument was acknowledged before me this 6 day of
December, 1999, by Raymond Matheny.



Notary Public, State of Florida
at Large

My Commission expires: 08.22.03

or: personally known



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

Algae Ventures, Inc.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Algae Ventures, Inc., (a corporation), desiring to organize or qualify under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, has designated the following registered agent and registered office to accept service of process within Florida:

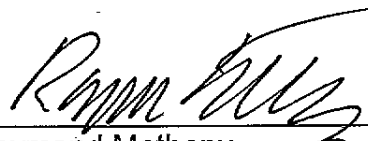
Raymond Matheny
10277 Atlantic Boulevard
Jacksonville, FL 32225-6696


Raymond Matheny

Dated: December 6, 1999.

Acknowledgment

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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Raymond Matheny

FILED
DEC 13 PM 2:39
CLERK OF STATE
TALLAHASSEE, FLORIDA