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ACCOUNT NO. : 0721000000032

REFERENCE : 743426 6520A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 22, 1995

ORDER TIME : 10:03 AM

ORDER NO. : 743426

CUSTOMER NO: 6520A

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-12/01/95--01056--001  
\*\*\*\*337.50 \*\*\*\*337.50

CUSTOMER: William A. Graham, Esq.  
AKERMAN, SENTERFITT & EIDSON

255 S. Orange Ave. / 17th Fl.  
P.o. Box 231  
Orlando, FL 32802

DOMESTIC FILING

NAME: ARTEMIS FUNDING GROUP, L.C.

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

T. BROWN NOV 27 1995

FILED  
95 NOV 22 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
ARTEMIS FUNDING GROUP, L.C.

FILED  
95 NOV 22 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is ARTEMIS FUNDING GROUP, L.C. (the "Company").

2. Purpose. The purpose of the Company is limited to the issuance of obligations rated by Standard and Poor's (the "Rated Obligations") and the purchase and management of certain claims against the State of Florida for reimbursement of environmentally related reclamation work.

3. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Department of State until December 31, 2005.

4. Continuation of the Company. After the Rated Obligations are issued and for as long as the Rated Obligations are outstanding, the Members agree to take whatever actions are necessary to prevent dissolution, liquidation, consolidation, merger, asset sale or transfer of ownership interests of the Company. The unanimous consent of the Board of Managers and the Members is required to:

- (a) file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings;
- (b) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the Company;
- (c) engage in any other business activity; or
- (d) amend these Articles of Organization of the Company.

5. Registered Agent and Office. The name of the initial registered agent of the Company is William A. Grimm. The street addresses of the initial registered agent of the Company is 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801.

6. Place of Business. The Company's place of business is 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801.

7. Contribution to the Company. The total amount of cash to be contributed to the Company by the Members is \$1,000.00.

8. Additional Members. Additional Members to the Company may be admitted, but only upon the unanimous consent of all current Members.

9. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Members of the Company shall consent to the continuation of the business of the Company.

10. Management of the Company. The management of the Company is reserved to its Members from the date of the existence of the Company until the initial meeting of the Members, which shall be held no later than December 10, 1995. The names and addresses of the Members are: William A. Grimm, 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801; Stephen R. Parrish, 457 North Harrison Street, Princeton, New Jersey 08540.

After the initial meeting of the Members, the Company shall be managed by three (3) Managers. Two of the Managers shall be designated by and affiliated with one or more Members, the other Manager shall not be affiliated with any Member.

At all times the Company shall be managed in accordance with the regulations and operating agreement adopted by the Members.

11. Limitation on Indemnification. After the Rated Obligations are issued and for as long as the Rated Obligations are outstanding, the Company's obligation to indemnify the Managers shall be fully subordinated to the Rated Obligations and shall not constitute a claim against the Company in the event that cashflow in excess of amounts necessary to pay holders of the Rated Obligations is insufficient to pay the Rated Obligations.

12. Amendment of the Articles of Organization. After the Rated Obligations are issued and for as long as the Rated Obligations are outstanding, the Members agree not to amend these Articles of Organization.

13. Regulations. The Members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provision for the regulation and management of the affairs of the Company.

14. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

15. Transfer of Interest. No Member shall have the right to transfer any interest in the Company without the unanimous written agreement of all Members. If the non-transferring Members do not approve the transfer, the transferee of the interest of the transferring Member shall have no right to become a Member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

16. Certificated Interests. The Members' interests in the Company shall be evidenced by certificates.

17. Ability to Incur Indebtedness. The Company shall not have the power to incur contractual indebtedness other than the Rated Obligations.

The undersigned executed these Articles of Organization effective as of the 21<sup>st</sup> day of November, 1995.

William A. Grimm

William A. Grimm

STATE OF FLORIDA

COUNTY OF Orange

I HEREBY CERTIFY that on this 21<sup>st</sup> day of November, 1995, before me personally appeared William A. Grimm known to me or who presented as identification, who executed the above instrument and who acknowledges before me that they executed the above instrument.

Anna Lee Cooper

Notary Public

My Commission Expires: \_\_\_\_\_

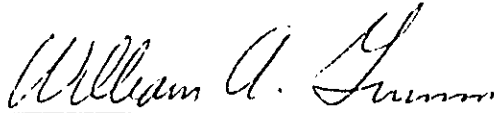


ANNA LEE COOPER  
MY COMMISSION # CC385892 EXPIRES  
August 16, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Artemis Funding Group, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash to be contributed by the member(s) is \$1,000.00;
- 3) no property other than cash will be contributed by the member(s);
- 4) the total amount of cash anticipated to be contributed by the member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.



\_\_\_\_\_  
Signature of a member or authorized  
representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

FILED  
95 NOV 22 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN  
THE STATE OF FLORIDA.

1. The name of the limited liability company is:  
  
ARTEMIS FUNDING GROUP, L.C.
2. The name and address of the registered agent and office is:  
  
WILLIAM A. GRIMM  
255 South Orange Avenue, Suite 1700  
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William A. Grimm  
(Signature)

November 21, 1995  
(Date)