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June 8, 2000

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION

Gentlemen:

Enclosed please find Articles of Incorporation and Acceptance by Registered Agent for filing, together with two (2) self addressed stamped envelopes for return of two (2) certified copies of the Articles of Incorporation. The required filing fee in the amount of \$87.50 is also enclosed, pursuant to Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, as amended.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Susan Engle
Susan Engle
President
C.E.E.R.I., Inc.

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CR 6/21
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(954) 730-7717 Fax
WWW.envirocareinc.com/boater.htm



CEERI
2454 W. Oakland Park Blvd.
Ft. Lauderdale, Florida 33311

**ARTICLES OF INCORPORATION
OF
CEERI, INC.**

The undersigned, as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS OF CORPORATION AND INCORPORATOR

The name of the Corporation is:

CEERI, Inc.

The street address of the principal office and the mailing address of the Corporation is:

2454 Oakland Park Boulevard
Oakland Park, FL 33311

The name and address of the Incorporator of the Corporation is:

Susan M. Engle
2454 Oakland Park Boulevard,
Oakland Park, FL 33311

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

ARTICLE III

ORGANIZATION

The Corporation is organized and at all times shall be operated exclusively for charitable, educational and scientific purposes. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida with respect to Corporations Not For Profit. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, as an organization described in Section 501(c)(3) thereof, and which is other than a

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private foundation as defined in Section 509 thereof, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV

DIRECTORS

The method of election or appointment of the directors shall be stated in the Bylaws of the Corporation.

ARTICLE V

REGISTERED AGENT

The name of the Corporation's registered agent and the street address of the Corporation's registered office is:

Susan M. Engle
2454 Oakland Park Boulevard,
Oakland Park, FL 33311

ARTICLE VI

ADDITIONAL PROVISIONS

The property of this Corporation is irrevocably dedicated to charitable, educational and scientific purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable educational and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

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

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

CEERI, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Oakland Park, State of Florida, has named Susan M. Engle as its agent to accept service of process within Florida.

I, Susan M. Engle, having been named to accept service of process for CEERI, Inc. at the place designated in this certificate, 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.

Susan M. Engle
Susan M. Engle

STATE OF FLORIDA }
 }
COUNTY OF BROWARD } ss.

BEFORE ME appeared Susan M. Engle, of the City of Oakland Park, Florida, who is personally known to me, who, being first duly sworn, acknowledged to me that she has read the foregoing Certificate Designating Place of Business or Domicile For the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served and that she has subscribed the same.

Sworn to and Subscribed before me this 12 day of June 2000.

Katie Kiem
Notary Public, State of Florida

My commission expires: 12/1/2003

(Seal)

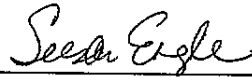


Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

I, THE UNDERSIGNED, being the Incorporator to these Articles of Incorporation, for the purpose of forming a not-for-profit corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, have hereunto set my hand and seal this 2 day of June, 2000.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has executed these Articles of Incorporation.

Dated this 2 day of June, 2000.



Susan M. Engle, Incorporator

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