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DIVISION OF CORPORATION

William G. Roberts
(Requestor's Name)

210 S. Adams St.
(Address)

FL 32301-324-5169
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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***122.50 ***122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Clean Energy Consortium of Florida, Inc
(Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Dmc 5/12/95
Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CLEAN ENERGY CONSORTIUM OF FLORIDA, INC.

WHEREAS, there exists in the United States of America a great national need to reduce our reliance on foreign oil, which presently exceeds \$50 billion per year and negatively affects our balance of trade, and

WHEREAS, it has been nationally mandated that greater effort and resources be focused to further develop improved technology and manufacturing technologies for the production of alternative fuel vehicles and to increase the efficiency of cars and light trucks in the U.S., and

WHEREAS, the federal government has expressed its commitment to environmental protection by implementing the Clean Air Act, and

WHEREAS, the federal government has joined the research for alternative energy sources by passing the Energy Policy Act of 1992, and

WHEREAS, the State has set goals to implement energy efficiency programs in public and private facilities to reduce Florida's energy consumption, and

WHEREAS, there is a need to educate the public on the availability of alternative clean energy technologies, and

WHEREAS, financial aid is needed by those students wishing to pursue studies in the fields of clean energy, and

WHEREAS, there does exist in our region resources that will enable and accelerate the development of clean energy sources such as,

1. ENERGY PARTNERS. Energy Partners is a company, in existence for the past 40 years, dedicated to the development of clean energy industries. Its goal is to combine with other companies to develop, manufacture, and apply new technologies. Energy Partners also serves as a source for venture capital funding for new clean energy technologies.

2. SOLAR CAR CORPORATION. Solar Car Corporation is an American owned and operated Melbourne company that was formed in 1989. The company is in the alternative fuel vehicle conversion (electric, propane and natural gas) business with several successful contracts during the past three years. Solar Car also provides peripheral equipment such as air conditioning systems, air pump and brake systems for electric and hybrid car manufacturers and provides conversion packages and a catalog of devices used in the industry.

3. RENAISSANCE CARS, INC. Renaissance Cars, Inc. is an American owned and operated Palm Bay company that was formed in 1989. The company is developing and delivering a line of advanced, zero emission electric vehicles called Tropica. The existing 45,000 square foot facility is being designed for mass assembly, starting in 1995. Twenty existing automobile dealerships are scheduled to market the Tropica within the State of Florida.

4. SPREAD SPECTRUM, INC. Spread Spectrum in Melbourne, is an American owned and operated company that was founded in 1990. The company has developed a highly efficient heat engine that has ultra low emission and is ideally suited for use in hybrid electric vehicles. When combined with an electric car, this small engine can extend range and provide power to run climate control systems, and electric peripheral equipment such as windshield wipers, radios, lights, etc.

5. ACCUDYNE CORPORATION. Accudyne Corporation is an American owned and operated, Palm Bay company that specializes in the design, development, and production of manufacturing equipment. Accudyne is planning to relocate to Foundation Park, and with its research, and development capabilities, is committed to participate as technical advisor to the Consortium, to provide technical assistance to small companies, and to participate in cooperative education programs for engineering students and technicians-in-training.

6. ENERGY CONSULTING. Energy Consulting offers a variety of services to companies, state agencies and educational institutions in promoting, marketing and furthering research and development of clean energy technologies.

7. THE FLORIDA EDUCATION AND RESEARCH FOUNDATION. The Florida Education and Research Foundation is a private, not-for-profit organization committed to assisting the development of the Palm Bay Campus of Brevard Community College and the surrounding education, government, and research area known as Foundation Park. As a "direct support organization" of Brevard Community College, the Foundation is working closely with college administration to develop programs that will benefit the college, and the jobs future for the area. The Foundation will provide the finances for the building of a clean room lab as well as scholarships for students and support for and loans to small businesses.

8. THE ECONOMIC DEVELOPMENT COMMISSION OF EAST CENTRAL FLORIDA. The Economic Development Commission of East Central Florida is the Brevard organization that serves as the focal point to the community in strengthening existing businesses and creating new "value added" products, services, and jobs. The EDC will be an important resource for the Consortium to inform local industry of opportunities, to assist in efforts at the local, state, and federal levels, and to promote the Consortium statewide.

9. THE TECHNOLOGICAL RESEARCH AND DEVELOPMENT AUTHORITY. The Technological Research and Development Authority is an agency of the State of Florida, headquarters in Brevard county, whose mission is to bring high-technology research and development to Brevard County. The TRDA funds projects that will enhance its mission. The TRDA will be an important support source for the Center.

10. THE CITY OF PALM BAY. The City of Palm Bay is committed to assist in the development of the Consortium and in relocating industry to Palm Bay. The City has been a great supporter of Foundation Park, and has pledged its support in the development of the Consortium.

11. FLORIDA SOLAR ENERGY CENTER. The Florida Energy Center is the research entity of the University of Central Florida committed to the research of alternative energies. FSEC's programs include research, development and demonstration of alternative energies, energy efficiency programs and public education projects.

12. BREVARD TEACHING AND RESEARCH LABORATORIES, INC. Brevard Teaching and Research Laboratories will offer the Consortium use of its laboratories and world class chemical and analytical instrumentation that can be used in process development and product analysis. Brevard Labs will be located adjacent to the Consortium and will offer additional laboratory space, conference rooms, and classrooms for users of the Consortium.

13. BREVARD COMMUNITY COLLEGE. Brevard Community College. Brevard Community College, Palm Bay will offer to users of the Consortium its facilities and academic programs for technicians to train for clean energy technologies and/or industries. The Palm Bay Campus of BCC has been designated to specialize in high-technology degree offerings. Participation in the growing clean energy industries is a logical step for the Palm Bay campus.

14. UNIVERSITY OF FLORIDA. The University of Florida is working with BCC to establish curriculum that will lead to chemical, mechanical, and electrical engineering degrees that have applications in clean energy technology and the associated production techniques. The University of Florida will offer a variety of degree programs on the Palm Bay Campus that will be of benefit to the Consortium.

15. FLORIDA ATLANTIC UNIVERSITY. Florida Atlantic University's advanced mechanical engineering laboratories greatly support the Consortium by assisting in the development of clean energy technologies. Researchers and graduate students from the university will play an important role in staffing the Consortium.

16. THE FLORIDA INSTITUTE OF TECHNOLOGY. The Florida Institute of Technology offers degrees in chemical, mechanical, and electrical engineering that will be of benefit to the Consortium, especially in the areas of manufacturing technology. The University will lend its research and instructional capabilities to the Consortium and the Consortium will provide training opportunities for engineering students enrolled at Florida Tech.

WHEREAS, there does exist a national as well as international market for alternative fuel sources, and

WHEREAS, the joining together of the resources and entities mentioned above in a cooperative effort will greatly enhance the accomplishment of the public goals, will enhance the public good as well as the economic prosperity of our region, and will enhance the development of the clean energy industries in Florida and in the nation.

It is therefore hereby determined that it is in the public interest of the State of Florida to create the "Clean Energy Consortium of Florida, Inc."

NOW THEREFORE, be it resolved by those who attest hereto that there is hereby created "Clean Energy Consortium of Florida, Inc."

The Consortium shall be a Florida Corporation not-for-profit, whose purpose it shall be to protect and enhance the welfare, public health, education, economic development, and quality of life of the citizens of Florida.

The Consortium shall be composed of the following partners: Energy Partners, Solar Car Corporation, Renaissance Cars, Inc., Spread Spectrum, Inc., Accudyne Corporation, Energy Consulting, Florida Education and Research Foundation, Inc., The Economic Development Commission of East Central Florida, The Technological Research and Development Authority, The City of Palm Bay, Florida Solar Energy Center, Brevard Teaching and Research Laboratories, Inc., Brevard Community College, University of Florida, Florida Atlantic University, and The Florida Institute of Technology.

The Consortium shall seek status as a 501 (c) (3) corporation under the internal revenue code.

The Consortium joins educational and governmental entities with industrial participants committed to the development of clean energy technologies in the United States and in the State of Florida. The mission of the Consortium is to develop and promote current and future U. S. participation in the world-wide, multi-million dollar energy industries.

The Consortium partners recognize the window of opportunity for the U.S. that is now available, and the chance to obtain a larger share of the world market. To accomplish this goal, the Consortium will establish programs for the development and application of clean energy technologies and for the continued education and training to engineers and technician to serve the industry.

The Consortium will work jointly with clean energy systems manufacturers, vendors, and suppliers to create a research, education, and training program in support of Florida-based clean energy industries. Initially the Consortium will support the design and development of facilities dedicated to the pursuit of improved technology, and cost effective manufacturing techniques. An essential component of this procedure will be the inclusion of the open access clean room facility being planned and designed for location in Foundation Park.

The Consortium will have the following objectives:

1. To educate the general public, as well as engineers, scientist and managers in business and industry on the development and implementation of clean energy technologies.
2. To build a Florida based center that will develop and expand on clean energy and on clean energy alternatives already in place.
3. To aid students both financially and through access to learning facilities to study clean energy technologies.

The Consortium will complement the strengths of the facilities and staffs of the participating educational institutions with an ongoing visiting faculty/scientist program to attract world-class researchers from industry and academia. Visitors will work alongside the research staff of members of the center in alternative fuel research. Individual research projects may be carried out by the faculty of member institutions, visiting faculty, of industrial scientists, individually or in combination.

Therefore, the undersigned, all of whom are citizens of the United States, desiring to form a not-for-profit corporation, pursuant to Chapter 617, Florida Statutes, do hereby certify as follows:

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95 MAY 12 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation shall be: CLEAN ENERGY CONSORTIUM
OF FLORIDA, INC.

ARTICLE II

Corporate Location

The street address of the initial principal office of this
corporation is:

Clean Energy Consortium of Florida, Inc.
250 Grassland Road S.E.
Palm Bay, Florida 32909

and the name and address of the initial registered agent of this
corporation is:

Mr. William Roberts, Esq.
Roberts & Egan, P.A.
217 S. Adams Street
Tallahassee, Florida 32301

ARTICLE III

Purposes, Objects, Powers

1. The corporation is organized and shall be operated exclusively
for the following purposes:

- A. To be a resource for facilities and administration to those
entities in the State of Florida that conduct research in,
promote education in and strengthen American capabilities in
developing, perfecting and implementing all viable clean
energy technologies.

- B. To encourage the use of the Consortium by Florida industry for the purposes of product expansion and for research and development.
- C. To educate future manufacturing engineers, scientists and managers necessary to lead and direct research, development and implementation of clean energy technologies.
- D. To build a strong technical competency within the State of Florida in technologies associated with solar energy, hydrogen-based energy, natural gas, electricity and fuel alternatives and additives that lessen U.S. dependence on fossil fuels in order to build these industries in Florida.
- E. To assist universities, community colleges, and K-12 entities in the education and training of future engineers, technicians and workers necessary to build alternative energy industries in Florida.
- F. To develop demonstration programs and projects that raise the awareness of the citizens of Florida as to the availability of alternative energy sources and technologies.
- G. To prepare, promote, publish, and distribute scientific, promotional and educational materials and to conduct lectures and seminars to expand the awareness of viable energy alternatives to fossil fuels.
- H. To develop and promote financial aid programs for deserving students to study in the alternative energy fields.
- I. To support individual applied research projects, individual researchers, and applied research programs and the corporation.

- J. To encourage and promote technology transfer of scientific advances accomplished at the center to those who can benefit from such transfer.
- K. To act as a clearing house for published, recorded and electronically stores and accessible information in the fields of clean energy technologies.
- L. To perform those functions and tasks relative to the administration of the Consortium including engaging in independent and joint research projects that supply knowledge in clean energy to the U.S.

2. As means of accomplishing the foregoing purposes, the corporation shall have the following powers:

- A. To accept, acquire, receive, take and hold by request, devise, grant, gift, purchase, exchange, lease, transfer, judicial order otherwise dispose of any such property, both real and personal of whatever kind, nature or description and wherever situated.
- B. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposed of the corporation may require, subject to such limitations as may be prescribed by law.
- C. To apply for, register, obtain, purchase, lease, take licenses in respect to, or otherwise acquire, hold, own, use, operate, develop, enjoy, turn to account, grant licenses, and immunities in respect to, and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with a contact with reference to copyrights, patents, designs, and similar rights granted by

or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or pertaining thereunto.

D. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue promissory notes and other obligations of the corporation, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

E. To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages, or in such other visible, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.

F. To solicit:

1. Private funds: All private funds received shall be expended as directed by the donor, except where such direction would impair the classification of the corporation as a tax-exempt, non-profit organization under the laws of the United States or the State of Florida.

2. Public Funds from the State of Florida: All public funds received from the State of Florida shall be managed and expended subject to the purview of the State of Florida Auditor General, as well as the applicable laws of the State of Florida and the rules and regulations of the supervising state agency.

3. Public funds from the United States of America. All public funds received by the United States shall be managed and expended subject to the purview of the United States Auditor General, as well as the applicable laws of the United States and the rule and regulations of the supervising federal agency.

G. To retain or to disburse and distribute materials, property and funds in accordance with the purpose of this corporation and the the specific directions of donors with the classification of the corporation as a tax exempt, non-profit organization under the laws of the United States or the State of Florida.

H. In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject only to such limitations as are or may be prescribed by law, and these Articles of Incorporation.

3. All of the powers of the Corporation shall be limited to those authorized by Section 501 (c) (3), Internal Revenue Code:

A. The purpose for which the Clean Energy Consortium of Florida is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal

income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

- C Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Tax Code or shall be distributed to such federal, state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located exclusively for such purposes.

ARTICLE IV

Term of Existence

This corporation shall have perpetual existence.

ARTICLE V

Subscribers

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

Tom B. Adams	250 Grassland Road, S.E. Palm Bay, FL 32909
Harry E. Brandon	1900 South Harbor City Blvd. Melbourne, FL 32901
Jerome G. Crstens	250 Grassland Road, S.E. Palm Bay, FL 32909
Rhett Ross	1501 NorthPoint Parkway Technology Center, Suite 102 West Palm Beach, FL 33407

ARTICLE VI

Officers

The Consortium shall have a chairman of the Board of Directors, a President, a Vice President, a Secretary and a Treasurer; there shall be such additional vice presidents and assistant officers as the Executive Committee shall, in its discretion, determine. The chairman of the Board of Directors and the President by be the sam person, no other office my be filled by the same individual.

Each of the following named individuals shall serve in the office set opposite their names below, until the first annual meeting of the Board of Directors.

<u>NAME</u>	<u>OFFICE</u>
Harry Brandon	Chairman
Harry Brandon	President
Rhett Ross	Vice President
Tom Adams	Secretary
Jerome Carstens	Treasurer

The duties, qualifications, time of election and terms of office of all of the Consortium shall be as prescribed in the by-laws of the Consortium.

ARTICLE VII

Membership

Membership in the Center shall be as set forth in the membership agreement. The Executive Committee shall establish the classes of membership and from time to time may modify the membership agreement. Any modification of the membership agreement must be approved by a majority vote of those present at the meeting of the Board of Directors. The Executive Committee may waive or reduce membership fees as set forth in the membership agreement.

ARTICLE VIII

Board of Directors

There shall be a Board of Directors for the Consortium.

Each Director shall represent a member organization which is in good standing pursuant to the membership agreement.

Each initial member organization shall be entitled to membership on the Board of Directors as specified in these Articles. Additional memberships on the Board of Directors shall be as determined by the Executive Committee.

Each Director shall be appointed by their respective organization. Each Director shall serve for a four-year term or until a successor is appointed. Directors may be reappointed by their member organizations.

The Board of Directors shall be responsible for:

1. Amending the Articles of Incorporation if the Consortium by a three-fourths vote of all member in good standing.
2. Amending the By-laws if the Consortium by a two-thirds vote of all members present at the meeting ~~where~~ such amendments are considered.
3. Setting policy to guide the Executive Committee and the Executive Director in the operation of the Consortium.
4. Approving the annual budget for the Consortium as recommended by the Executive Director of the Executive Committee.

5. The Board of Directors shall meet at least semi-annually but may also meet at the call of the chairman.
6. The Board of Directors assigned to each member organization and the original Board of Directors shall be as follows:
 1. Energy Partners (1) - Mr. Rhett Ross
 2. Solar Car Corporation (1) - Mr. Robert Adams
 3. Renaissance Cars, Inc. (1) - Mr. Larry Henry
 4. Spread Spectrum, Inc. (1) - Mr. Harry Brandon
 5. Accudyne Corporation (1) - Mr. James Lawson
 6. Energy Consulting (1) - Mr. John Stark
 7. The Florida Education and Research Foundation
(2) - Mr. Tom Adams and Mr. Jerome Carstens
 8. The Economic Development Commission of East
Central Florida (1) - Ms. Lynda Weatherman
 9. The Technological Research and Development
Authority (1) - Mr. Frank Kinney
 10. The City of Palm Bay (1) - Mr. Robert Nanni
 11. Florida Solar Energy Center (1) -
Mr. David Block
 12. Brevard Teaching and Research Laboratories (1) -
Dr. Michael Helmstetter
 13. Brevard Community College (1) - Dr. Bert Purga
 14. University of Florida (1) - Dr. Stan Bates
 15. The Florida Atlantic University (1) -
Dr. Emir Abtahi
 16. The Florida Institute of Technology (1) -
Dr. Norine Noonan

ARTICLE IX

Executive Committee

The Executive Committee shall manage the affairs of the Consortium.

The Executive Committee shall be composed of the officers of the Consortium, the Executive Director of the Consortium, and one representative of the Board of Directors selected by the Executive Committee.

The Executive Committee may employ an Executive Director of the Consortium, set his/her salary and determine the allowable expenses.

The Executive Committee shall establish the committees necessary for carrying out the functions of the Consortium pursuant to the By-laws, appoint their membership and designate their chairperson.

The Executive Committee along with the Executive Director shall prepare an annual budget and present it to the Board of Directors for their consideration and approval.

The Executive Committee shall prepare an annual report to be presented to the Board of Directors at the annual meeting.

The Executive Committee may from time to time appoint Ex-officio members to the Board of Directors. Ex-Officio members will be those persons whose membership on the Board of Directors will enhance the goals of the Center.

ARTICLE X

Indemnification

The Consortium shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as

Director members of the Executive Committee or officers, their receptive heirs, administrators, successors, and assigns from any against any and all expenses, claims of losses of any description, including amounts paid upon judgements, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, at any of the Executive Committee, or officers, except in relation to matters as to which any such trustee, members of the Executive Committee or officer of person shall be adjudged in any action suit, or proceeding to be liable for his own negligence to any other rights to which those indemnified may be entitled under any By-laws, agreements or otherwise.

ARTICLE XI

By-laws

By-laws of the Consortium shall be approved, altered, rescinded, or amended by concurrence of two-thirds of the present at any regular or special meeting of the Board of Directors, provided a quorum is present and provided, in the case of a special meeting that said meeting shall have been called for the purpose of such amendment.

ARTICLE XIII

Dissolution

Upon dissolution of this organization, all of its assets remaining after payment off all costs and expenses of such dissolution shall be distributed to organizations which shall then be qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the federal government, or a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of the corporation.

ARTICLE XIV

Non-Stock Basis

The Consortium is organized and shall be operated on a non-stock basis within the meaning of the Florida Not-For-Profit Corporation Act and shall not have the power to issue shares of any type or class.

IN WITNESS WHEREOF, the undersigned have affixed their signatures hereto this 8th day of May, 19 95.

Signed, sealed and delivered in the presence of:

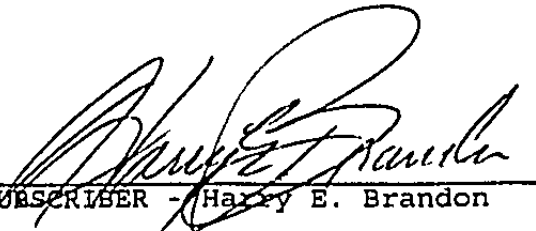

Witness as to Tom B. Adams


Witness as to Tom B. Adams


SUBSCRIBER - Tom B. Adams

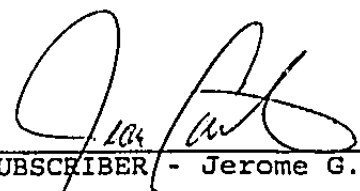

Witness as to Harry E. Brandon


Witness as to Harry E. Brandon


SUBSCRIBER - Harry E. Brandon


Witness as to Jerome G. Carstens


Witness as to Jerome G. Carstens


SUBSCRIBER - Jerome G. Carstens


Witness as to Rhett Ross


Witness as to Rhett Ross


SUBSCRIBER - Rhett Ross

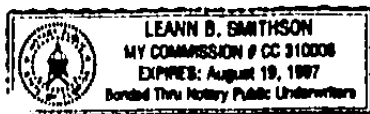
My commission express :

STATE OF FLORIDA)
) ss
COUNTY OF BREVARD)

BEFORE ME , the undersigned authority, personally appeared Rhett Ross, who is known to me personally or who produced [Signature] as identification and who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles.

Sworn to and subscribed before me this 4th
day of January, 1994 5 P.M.

[Signature]
SIGNATURE OF NOTARY PUBLIC



Typed Name of Notary
Address: 2310 S. Bignonia St.
Melbourne FL 32901

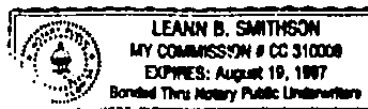
My commission expires: Aug. 19, 1997

STATE OF FLORIDA)
) ss
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared Tom Adams, who is known to me personally or who produced _____ as identification and who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles.

Sworn to and subscribed before me this 4th
day of January, 1994 5 P.M.

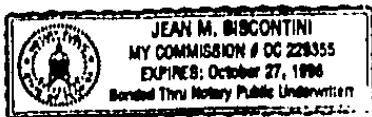
[Signature]
SIGNATURE OF NOTARY



STATE OF FLORIDA)
COUNTY OF Brevard) ss

BEFORE ME, the undersigned authority, personally appeared JEROME G. CARSTENS, who is known to me personally or who produced Personally Known as identification, and after being duly sworn acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles.

Sworn to and subscribed before me this 8th day of May, 19 95.



Jean M. Biscontini
NOTARY PUBLIC
Jean M. Biscontini

My commission expires: 10-27-96

STATE OF FLORIDA)
COUNTY OF Brevard) ss

BEFORE ME, the undersigned authority, personally appeared, HARRY E. BRANDON who is known to me personally or who produced personally known as identification, and after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles.

Sworn to and subscribed before me this 9th day of May, 19 95.



Jodie H. Thompson
NOTARY PUBLIC
Jodie H. Thompson

My commission expires: 3-3-98

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ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

95 MAY 12 AM 11:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the named corporation at a place designated in these Articles of Incorporation, I hereby accept in this capacity, and agree to comply with the provision of Section 48.091, Florida Statutes relative to keeping open said office for service of process.

William J. Roberts
WILLIAM J. ROBERTS
RESIDENT AGENT

STATE OF FLORIDA)
) ss
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 11th day of May, 1995, by WILLIAM J. ROBERTS, who is personally known to me or who has produced _____ as identification and she did not take an oath.

Jean Dozier
JEAN DOZIER, Notary
HC 02, Box 8285
Tallahassee, FL 32310
Commission No. CC317431
My commission expires: 10/24/97

