

19600006369

4410 Royal Palm Way
Palm Beach, Florida 33480

Telephone: (407) 655-9500
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December 12, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300002028619--2
-12/13/96--01049--001
****122.50 ****122.50

Re: Concordia Eco Corporation

Dear Sir/Madam:

I am enclosing the Articles of Incorporation for the above referenced corporation. I am also enclosing a check in the amount of \$122.50 in payment of the fee for filing the Articles of Incorporation and the return of a certified copy. Please forward the above referenced copy to me as soon as possible.

Please know your efforts in this matter are appreciated. If you should have any questions regarding this, please do not hesitate to contact me.

Sincerely,

W. Morgan Speer

W. Morgan Speer

WMS/rkg
Enclosures

ENCLOSURE LETTERS 10/10/96

FILED
95 DEC 13 AM 9:53
DIVISION OF STATE
FLORIDA

12/16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

W. MORGAN SPEER
CHOPIN, MILLER & YUDENFREUND
440 ROYAL PALM WAY
PALM BEACH, FL 33480

The name CONCORDIA ECO CORPORATION has been reserved for 120 days beginning December 9, 1996. The reservation number is R96000005787 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Emily Prine

Letter number: 496A00054920

ARTICLES OF INCORPORATION
OF
CONCORDIA ECO CORPORATION

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96 DEC 13 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a non-profit corporation under the Not For Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is CONCORDIA ECO CORPORATION (the "Corporation").

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and 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 Code.

2. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, humanitarian or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

In furtherance of the above enumerated purposes and functions, the Corporation may engage in any lawful act or activity for which corporations may be organized under the general corporation law of the State of Florida.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the prior enumerated purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of these

Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of the any future federal tax code.

2. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a 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 Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

3. For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE FOUR

The address of the principal office of and mailing address of the Corporation is 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

ARTICLE FIVE

There shall be three (3) members of the Initial Board of Directors of the Corporation. The number of Directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). The election of the Directors of the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE SIX

The address of the Corporation's initial registered office is 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480 and the name of its initial registered agent at that address is L. Frank Chopin.

ARTICLE SEVEN

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE EIGHT

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

ARTICLE NINE

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested Directors of the Corporation or otherwise.

ARTICLE TEN

The name and address of the incorporator is L. Frank Chopin, c/o Chopin, Miller & Yudenfreund, 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

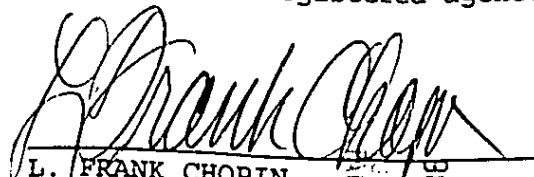
WITNESS the hand and seal of said incorporator this ____ day of December, 1996.


L. FRANK CHOPIN

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

Pursuant to Section 617.0501, Florida Statutes, the following
is submitted: That Concordia Eco Corporation desiring to organize
under the laws of the State of Florida with its principal office in
the County of Palm Beach, State of Florida, has named L. Frank
Chopin, Attorney at Law, located at 440 Royal Palm Way, Suite 200,
Palm Beach, Florida 33480, as its agent to accept service of
process within this State.

Having been named to accept service of process for the above
referenced Corporation, 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.


L. FRANK CHOPIN
Registered Agent

FILED
86 DEC 13 AM 9:53
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA