

PO0000064298



ACCOUNT NO. : 072100000032

REFERENCE : 752774 7205420

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : July 3, 2000

ORDER TIME : 12:47 PM

ORDER NO. : 752774-005

200003311662--3

CUSTOMER NO: 7205420

CUSTOMER: Sharon A. Lapointe, Paralegal
Sharon A. Lapointe, Paralegal

88 Zacalo Way

Kissimmee, FL 34743

DOMESTIC FILING

NAME: CEO UNDERGROUND, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 2:50

RECEIVED
00 JUL -3 PM 1:42
THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION

OF

CEO UNDERGROUND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL -3 PM 2: 51

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I: CORPORATE NAME AND ADDRESS

The name of this corporation is: CEO UNDERGROUND, INC., and the mailing address of the corporation shall be 4935 E. IRLO BRONSON MEMORIAL HWY., ST. CLOUD, FL 34771.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 600 N. Thacker Ave., Suite A-12, Kissimmee, Florida 34741, and the name of the initial registered agent of the corporation at that address is SHARON A. LaPOINTE.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its

Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have five Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Garen P. Collins 3325 Lake Toho Rd. St. Cloud, FL 34772	President
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G. Wayne Oliver 5620-68 Lake Lizzie St. Cloud, FL 34771	Vice President
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Judy Edgemon 5620-68 Lake Lizzie. St. Cloud, FL 34771	Secretary/Treasurer
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Cynthia L. Collins 3325 Lake Toho Rd. St. Cloud, FL 34772	Officer
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Sonya Edgemon 5620-68 Lake Lizzie St. Cloud, FL 34771	Officer
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ARTICLE VII: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Garen P. Collins 3325 Lake Toho Rd. St. Cloud, FL 34772	President
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G. Wayne Oliver 5620-68 Lake Lizzie St. Cloud, FL 34771	Vice President
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Judy Edgemon 5620-68 Lake Lizzie. St. Cloud, FL 34771	Secretary/Treasurer
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Cynthia L. Collins 3325 Lake Toho Rd. St. Cloud, FL 34772	Officer
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Sonya Edgemon
5620-68 Lake Lizzie
St. Cloud, FL 34771

Officer

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. Seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

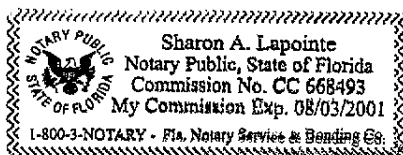
Judy Edgemon
5620-68 Lake Lizzie
St. Cloud, FL 34771

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of June, 2000.

Judy Edgemon
Incorporator

STATE OF FLORIDA COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 30th day of June, 2000, by Judy Edgemon who is personally known to me or who has produced Florida Drivers Lic. as identification and who did/did not take an oath.

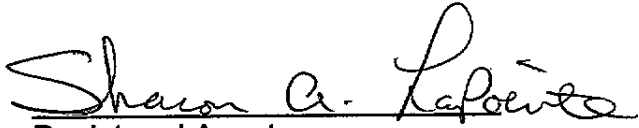


Sharon A. Lapointe
NOTARY PUBLIC STATE OF FLORIDA
Sharon A. Lapointe
PRINTED NAME OF NOTARY PUBLIC

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate of Registered Agent of CEO UNDERGROUND, INC., pursuant to Florida Statutes, Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 600 N. THACKER AVE., SUITE A-12, KISSIMMEE, FL 34741 has named SHARON A. LaPOINTE as its registered agent to accept service of process within this state. Under that acknowledgment having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.


Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 2:51