

P 960000030937

GODFREY, DOWNING, SHEAHAN & BATTAGLIA
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

GENE H. GODFREY
GRANT T. DOWNING
MICHAEL J. SHEAHAN
WILLIAM P. BATTAGLIA
JOHN HOWELL BILL
JANET M. LOWERY

822 WEST COMSTOCK AVENUE
SUITE 101
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1084
WINTER PARK, FLORIDA 32780
TELEPHONE (407) 847-4418
FACSIMILE (407) 847-8000

April 3, 1996

Mr. John Hall
Hall's Air Freight
Post Office Box 6332
Tallahassee, Florida 32314

Federal Express

00000001769050
04/04/96--01081--014
122.50 ***122.50

Re: Co-Operative Enterprises, Inc.

Dear John:

Enclosed please find original and one counterpart of Articles of Incorporation, for filing, together with our check in the amount of \$122.50. I would appreciate your filing these Articles, obtaining a certified copy of same and returning to me via facsimile transmission.

If you have any questions, please do not hesitate to contact me or my secretary, Catherine. Thank you for your assistance.

Very truly yours,

John H. Bill, Esquire

JHB:CV

Enclosure

DIVISION OF CORPORATION

96 APR -4 PM 1:31

RECEIVED

96 APR -4 PM 1:49

STATE
CORPORATIONS

please call John Hall
681-0619

Page
14-9

GODDOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

06 APR -9 PM 12:11

GENE H. GODDOLD
ORANT T. DOWNING
MICHAEL J. SHEAHAN
WILLIAM P. BATTAGLIA
JOHN HOWELL BILL
JANET M. LOWER

222 WEST COMSTOCK AVENUE
SUITE 101
WINTER PARK, FLORIDA 32789

DIVISION OF CORPORATE AFFAIRS
BOX 1004
WINTER PARK, FLORIDA 32780
TELEPHONE (407) 847-4418
FACSIMILE (407) 847-8089

April 8, 1996

Hall's Air Freight
Post Office Box 6332
Tallahassee, Florida 32314

By Federal Express

Attn: Deanna

Re: Combined Resource Ventures, Inc.

Dear Deanna:

Pursuant to our telephone conversations of Thursday and today, enclosed please find two originals of the amended Articles of Incorporation for filing. I would appreciate your filing these Articles, obtaining a certified copy of same and returning to me via facsimile transmission.

Deanna, thank you for your assistance in sorting this out.

Very truly yours,

Catherine Van Kirk

Catherine Van Kirk
Secretary to John H. Bill, Esquire

Enclosure

*Use the Money from
Co-operative Enterprises, Inc.
To file on this Corp.*

Thanks,

*John Hall
681-0619*

ARTICLES OF INCORPORATION
OF
COMBINED RESOURCE VENTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -9 PM 2:49

The undersigned, acting as incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the Corporation shall be **Combined Resource Ventures, Inc.**

ARTICLE II

Principal Office

The principal office of the Corporation is located at 450 Bentley Street, Oviedo, Florida 32765.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be John H. Bill, Esquire.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) person. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
David E. Rocco	450 Bentley Street Oviedo, Florida 32765

ARTICLE VIII

Incorporator

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

David E. Rocco
450 Bentley Street
Oviedo, Florida 32765

ARTICLE IX

Preemptive Rights

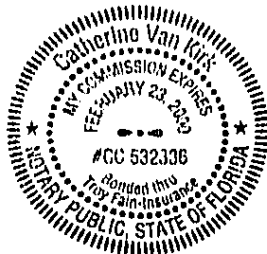
The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

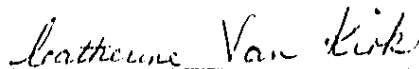
Executed this 8th day of April, 1996.


DAVID E. ROCCO
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

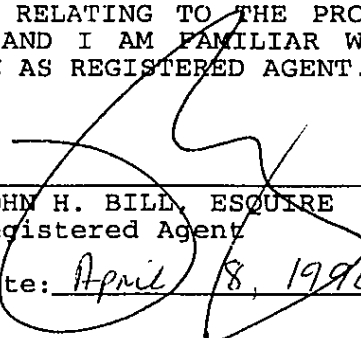
The foregoing instrument was acknowledged before me this 8th day of April, 1996, by DAVID E. ROCCO [] who is personally known to me or [] has produced _____ as identification.




NOTARY PUBLIC
CATHERINE VAN KIRK
My Commission Expires: 2/23/2000

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


JOHN H. BILL, ESQUIRE
Registered Agent

Date: April 8, 1996