

P960000037654

Rumberger Kirk & Caldwell

Requestor's Name

106 E College Ave Suite 100

Address

Tallahassee FL (904) 772-1550

City/State/Zip

Phone #

Office Use Only

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

1. CEP Associates, Inc. 4000001803634
(Corporation Name) (Document #)
-05/01/96--01094--004
*****35.00 *****35.00
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____ 4000001803634
(Corporation Name) (Document #)
-05/01/96--01094--005
*****35.00 *****35.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input 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

FILED
96 MAY -1 PM 2:36
TALLAHASSEE, FLORIDA
96 MAY -1 PM 2:07
DIVISION OF CORPORATE REGISTRATION

SAB
5/1/96

ARTICLES OF INCORPORATION OF
CEP ASSOCIATES, INC.

FILED

96 MAY -1 PM 2:36

The undersigned, for the purpose of forming a corporation under Florida Statutes Chapter 607, does hereby make and adopt the following Articles of Incorporation:

Article 1
NAME

The name of the Corporation is: CEP Associates, Inc.

Article 2
ADDRESS

The address of the Corporation's principal office is: 5700 Verlaine Court, Tallahassee, Florida 32308. The Corporation's mailing address will be: 5700 Verlaine Court, Tallahassee, Florida 32308.

Article 3
CAPITAL STOCK

The number of shares of stock the Corporation is authorized to have outstanding at any one time is one hundred (100) shares.

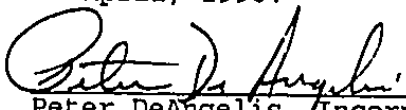
Article 4
REGISTERED OFFICE

The address of the Corporation's initial registered office will be: 106 E. College Avenue, Suite 700, Tallahassee, Florida 32301. The Corporation's initial registered agent at that office will be: George N. Meros, Jr., as shown on the written acceptance accompanying these articles.

Article 5
INCORPORATOR

The name and residence address of the Corporation's Incorporator is: Peter DeAngelis, 5700 Verlaine Court, Tallahassee, Florida 32308.

IN WITNESS WHEREOF, I have subscribed my name this 29th day of April, 1996.

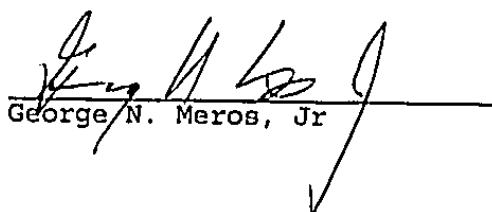

Peter DeAngelis, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CEP Associates, Incorporated, 5700 Verlaine Court, Tallahassee, Florida 32308.
2. The name and address of the registered agent and office is: George N. Meros, Jr., 106 E. College Avenue, Suite 700, Tallahassee, Florida 32301.

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 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.


George N. Meros, Jr.

Date 4/30/96

FILED
96 MAY -1 PM 2:37
TALLAHASSEE, FLORIDA

PA6000037654

OPRAH E. RUDMAN
JULIUS D. THURLEY
MICHAEL E. TRIFIDMAN
WINFRED A. STEVENS
ROBERT P. STICLITZ
PAUL W. CHAIKEN
DAVID C. KING
JOHN W. MCCARTHY
FRANK T. MCGUIRE
BRUCE C. MALONEY
PAUL H. BIGHINOLFI
WILLIAM E. HANSON

GEORGE F. EATON II
EDITH A. RICHARDSON
ARCIATL M. MALLEN
DREW D. HANSEN
BARBARA A. CARDONE
ROBERT E. MURRAY, JR.
EDMOND J. DEAKOR
CURTIS R. KIMBALL
JANE E. SKYTON
JUNE A. JACKSON
DREW A. SINGER
MICHAEL A. HODGINS
KAREN D. KEMBLE

RUDMAN & WINCHELL

64 HARLOW ST.
P. O. BOX 1401
BANGOR, MAINE 04402-1401

207 947-4501
TELECOPY 207 941-9715

ABRAHAM M. RUDMAN
JUNE 21 1996
EDITH A. WINCHELL, JR.
(1914-1992)
JUN 21 1996
TALLAHASSEE, FL

June 21, 1996

200001874422
-06/25/96--01047--014
***122.50 ***122.50

Florida Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
6-30-96

RE: CEP Associates, Inc. - Merger

Gentleperson:

Enclosed are Articles of Merger filed on behalf of CEP Associates, Inc. with an attached Plan of Merger, as well as this firm's check in the amount of \$122.50 for the filing fee as well as the fee for a certified copy to be returned to me.

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

Very truly yours,

Susan M. Doucette
Susan M. Doucette
Paralegal

/smd
Enclosure

cc: Mr. Peter DeAngelis (w/Enc.)

Merged

N. HENDRICKS JUN 27 1996

ARTICLES OF MERGER
Merger Sheet

MERGING:

CEP ASSOCIATES, A NON QUALIFIED MAINE CORPORATION

INTO

CEP ASSOCIATES, INC., a Florida corporation, P96000037654

File date: June 24, 1996, effective June 30, 1996

Corporate Specialist: Nancy Hendricks

STATE OF FLORIDA
(MERGER OF DOMESTIC AND
FOREIGN CORPORATIONS)

ARTICLES OF MERGER

FILED
96 JUL 24 11 23
RECORDED
EFFECTIVE DATE
6-30-96

Pursuant to Florida Statutes Chapter 607.1105, the following corporations adopt these Articles of Merger:

FIRST: The names and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
CEP Associates	Maine
CEP Associates, Inc.	Florida

SECOND: The laws of the State of Maine, under which the foreign corporation is organized, permit such merger.

THIRD: The name of the surviving corporation is CEP Associates, Inc.; and it is to be governed by the laws of the State of Florida.

FOURTH: The Plan of Merger is set forth in Exhibit A attached hereto and made a part hereof.

FIFTH: The Plan of Merger has been submitted to the Directors and Shareholders of CEP Associates and CEP Associates, Inc. and has been approved and adopted.

SIXTH: The effective date of the merger is
June 30 _____, 1996.

Dated: June 21, 1996

CEP ASSOCIATES, INC.

BY:

Peter DeAngelis
Peter DeAngelis
Its President
Hereunto Duly Authorized

CEP ASSOCIATES

BY:

Peter DeAngelis
Peter DeAngelis
Its President
Hereunto Duly Authorized

EXHIBIT

A

PLAN OF MERGER AND AGREEMENT OF MERGER
BETWEEN
CEP ASSOCIATES,
A MAINE CORPORATION,
AND
CEP ASSOCIATES, INC.,
A FLORIDA CORPORATION,
WITH
CEP ASSOCIATES, INC.
AS SURVIVING CORPORATION

WHEREAS, CEP ASSOCIATES, INC., hereinafter called "CEP FLORIDA" or the surviving corporation, is a Florida corporation, with its principal place of business at 5700 Verlaine Court, Tallahassee, Florida; and

WHEREAS, the aggregate number of shares that CEP FLORIDA is authorized to issue is One Hundred (100) shares, of which One Hundred (100) shares are outstanding and are legally and beneficially owned by Peter DeAngelis; and

WHEREAS, CEP ASSOCIATES, hereinafter called "CEP MAINE", is a Maine corporation, with its principal place of business at Bangor, Penobscot County, Maine; and

WHEREAS, CEP MAINE is authorized to issue Eight Hundred (800) common shares at no par value each, of which One Hundred (100) shares are outstanding and are legally and beneficially owned by Peter DeAngelis; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, and assets and liabilities of both parties be combined into one surviving corporation, which shall be CEP FLORIDA.

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in

accordance with the applicable provisions of the laws of the State of Maine and the laws of the State of Florida, do hereby agree as follows:

1. CEP MAINE shall merge with and into CEP FLORIDA, and CEP FLORIDA does hereby merge CEP MAINE with and into itself. On and after the effective date of this contemplated merger:

(a) CEP FLORIDA shall be the surviving corporation and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations of such surviving corporation as provided by Florida law and especially Florida Statutes Sections 607.1101 through 607.1107.

(b) CEP MAINE shall cease to exist and its property shall become the property of CEP FLORIDA as the surviving corporation.

2. The Articles of Incorporation and the Bylaws of CEP FLORIDA shall continue as the Articles of Incorporation and Bylaws of the surviving corporation.

3. The Directors of CEP FLORIDA shall be the Directors of the surviving corporation until their successors are duly elected and qualified under the Bylaws of the surviving corporation.

4. Each common share of CEP MAINE outstanding on the effective date of the merger shall thereupon, without further action, become one common share of the surviving corporation, without the issuance or exchange of new shares or share certificates.

5. All outstanding shares of CEP MAINE, and all rights in respect thereto, shall be canceled forthwith on the effective date of the merger, and the certificates representing such shares shall be surrendered and canceled.

6. This Agreement and Plan of Merger shall be submitted to the Directors and Shareholders of CEP FLORIDA for approval as required by the laws of the State of Florida. If and when such required approval is obtained, the proper officers of each corporation shall and are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan and Agreement.

7. Notwithstanding any of the provisions of this Agreement, the Directors and Shareholders of CEP MAINE at any time prior to the effective date of the merger herein

contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein; in which case this Plan and Agreement shall thereby be canceled and become null and void.

8. This Plan and Agreement shall be effective on June 30, 1996, or at such time as Articles of Merger are prepared and filed with the office of the Maine Secretary of State pursuant to Section 904 of Title 13-A, M.R.S.A., whichever shall occur later.

IN WITNESS WHEREOF, CEP FLORIDA and CEP MAINE have caused this Agreement to be executed in their corporate names by their respective corporate officers, hereunto duly authorized, this 21st day of June, 1996.

WITNESS:

Gerald S. Rudman

CEP ASSOCIATES, INC.

BY:

Peter DeAngelis
Peter DeAngelis
Its President
Hereunto Duly Authorized

Gerald S. Rudman

CEP ASSOCIATES

BY:

Peter DeAngelis
Peter DeAngelis
Its President
Hereunto Duly Authorized