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CRAIG S. PEARLMAN¹
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¹ ALSO MEMBER OF DC & WEST VIRGINIA BAR
² ALSO MEMBER OF NEW YORK & TEXAS BAR

October 29, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: C.M.B. ENERGY, INC.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,
ORNSTEIN & STAMP, P.A.

By: Martin F. Stamp

MFS/bob

Enclosures

NOV 4 1996

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FILED
96 OCT 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
C.M.B. ENERGY, INC.

FILED
96 OCT 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is C.M.B. ENERGY, INC., and its principal place of business and mailing address is 1236 Lamplighter Way, Orlando, Florida 32818.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 South Orange Avenue, Suite 900, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Martin F. Stamp, Jr.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

CHARLES DOBBINS
1236 Lamplighter Way
Orlando, Florida 32818

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of October, 1996.

Charles W. Dobbins
CHARLES DOBBINS
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of October, 1996, by CHARLES DOBBINS, who is personally known to me or who has produced FL Drivers License D152-159-SS-455 as identification and who did take an oath.

NOTARY PUBLIC:

Sign: Brooksie O. Bothwell
Print: Brooksie O. Bothwell
State of Florida at large
My Commission Expires:

Commission No. _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for C.M.B. ENERGY, INC., hereby accepts such appointment this 29th day of October, 1996, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


MARTIN F. STAMP, JR.

FILED
AH 10:00
STATE
TALLAHASSEE, FLORIDA