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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 166023 4312919

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 25, 1996

ORDER TIME : 9:03 AM

ORDER NO. : 166023-005

CUSTOMER NO: 4312919

CUSTOMER: Ms. Kranessa Craddock
AKERMAN, SENTERFITT & EIDSON

255 S. Orange Ave. / 17th Fl.

Orlando, FL 32801

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****122.50 ****122.50

DOMESTIC FILING

NAME: ECLECTIC CONSERVATION
OPTIONS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

Karen R. R. R. HAVE
AUTHORISED BY PHONE TO
CONTACT Corp. name
DATE 11-25-96
CSC NAME KR

FILED
96 NOV 25 AM 11:57
STATE

RECEIVED
96 NOV 25 AM 9:56
DIVISION OF CORPORATIONS

KR
11-25-96

ARTICLES OF INCORPORATION
ECLECTIC CONSERVATION OPTIONS, INC.

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1995

The undersigned, acting as incorporator of Eclectic Conservation Options, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Eclectic Conservation Options, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

102 Drennen Road, Suite B-10
Orlando, Florida 32806

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 2,000,000 shares of common stock having a par value of \$.01 per share. Existing shareholders shall maintain the right of first refusal upon the issuance of future shares of common

stock on a pro-rata basis to each shareholders' percentage of ownership. Consideration to be paid for each share shall be determined by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
Kranessa Y.M.L. Craddock	1502 Oakley Street Orlando, Florida 32806

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

The name and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Kranessa Y.M.L. Craddock	1502 Oakley Street Orlando, Florida 32806
Mary A. Sickora	3940 Wingard Avenue Orlando, Florida 32822
Marc A. Craddock	1502 Oakley Street Orlando, Florida 32806

ARTICLE VIII. INCORPORATOR

The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
Kranessa Y.M.L. Craddock	1502 Oakley Street Orlando, Florida 32806

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

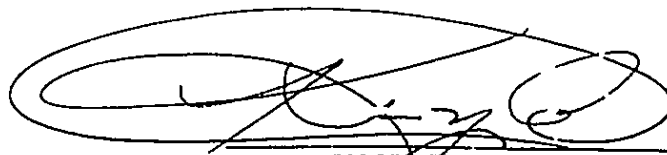
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of November, 1996.



Kranessa Y.M.K. Cr dock
Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Eclectic Conservation Options, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 102 Drennen Road, Suite B-10, City of Orlando, County of Orange, State of Florida 32806, has named Kranessa Y.M.L. Craddock, located at 1502 Oakley Street, City of Orlando, County of Orange, State of Florida 32806, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

DATED: Nov 22 1996


Kranessa Y.M.L. Craddock
Registered Agent

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