

P98000051555

BOND, SCHOENECK & KING, P.A.

ATTORNEYS AT LAW

BOND, SCHOENECK & KING, LLP
A REGISTERED LIMITED
LIABILITY PARTNERSHIP

ONE LINCOLN CENTER
SYRACUSE, NEW YORK 13202-1355
(315) 422-0121

111 WASHINGTON AVENUE
ALBANY, NEW YORK 12210-2280
(518) 462-7421

130 EAST SECOND STREET
OSWEGO, NEW YORK 13126-2600
(315) 343-9116

7500 COLLEGE BOULEVARD
SUITE 910
OVERLAND PARK, KANSAS 66210
(913) 345-8001

1167 THIRD STREET SOUTH
NAPLES, FLORIDA 33940-7098

TELEPHONE (941) 262-6812
FAX (941) 262-6908

DAVID N. SEXTON*
DAVID L. DAWSON*
D. FRED GARNER
ARTHUR E. BONGIOVANNI*
JEAN A. RYAN*
DENNIS P. CRONIN
DENNIS C. BROWN*

BOND, SCHOENECK & KING, P.A.

1200 NORTH FEDERAL HIGHWAY
SUITE 420
BOCA RATON, FLORIDA 33432-2847
(407) 388-1212

JAMES E. WILBER*
JAMES P. McDONALD*
ROBERT C. ZUNDEL, JR.*
KENNETH E. SPAHN
TRACY H. FERGUSON**

*ALSO ADMITTED IN NEW YORK
**ADMITTED IN NEW YORK ONLY

May 26, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

000002547770-4
-06/04/98-01067-007
****122.50 ****122.50

Re: CEC ENVIRONMENTAL MORTGAGE, INC.


Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation regarding CEC ENVIRONMENTAL MORTGAGE, INC., together with our client's check in the amount of \$122.50 to cover the filing fee.

After filing the original, please endorse the extra copy with a certificate of approval and return it to us in the provided envelope.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By: 
Dennis C. Brown


6/8/98

DCB: lab
Enclosures

FILED
98 JUN -4 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 JUN -4 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CEC ENVIRONMENTAL MORTGAGE, INC.

ARTICLE 1. NAME.

The name of the Corporation is
CEC ENVIRONMENTAL MORTGAGE, INC.

ARTICLE 2. DURATION.

The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSES.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal place of business of the Corporation is at 3106 South Horseshoe Drive, Naples, Florida, 34104. The mailing address of the Corporation is 3106 South Horseshoe Drive, Naples, Florida, 34104.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT.

The initial registered office of the Corporation is Bond, Schoeneck and King, P.A., 1167 Third Street South, Naples, Florida, 34102. The name of the initial registered agent at that address is Dennis C. Brown, Esq.

ARTICLE 6. AUTHORIZED SHARES.

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE 7. INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of three members. The names and address of the initial directors of the Corporation are:

Michael F. Stephen 3106 South Horseshoe Drive
Naples, Florida 34104

Douglas J. Dane 3106 South Horseshoe Drive
Naples, Florida 34104

David E. Weston 3106 South Horseshoe Drive
Naples, Florida 34104

Stephen F. Hilfiker 4131 5th Avenue SW
Naples, Florida 34119

ARTICLE 8. INCORPORATOR.

The name and address of the sole Incorporator is:

Dennis C. Brown 1167 Third Street South
Naples, Florida 34102

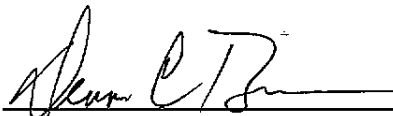
ARTICLE 9. COMMENCEMENT OF EXISTENCE.

The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE 10. AMENDMENT.

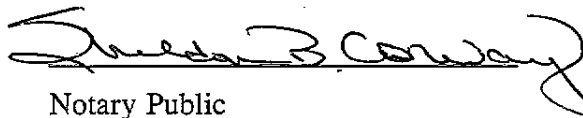
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

In Witness Whereof, the undersigned has signed these Articles of
Incorporation on this 30th day of May, 1998.


Dennis C. Brown

STATE OF FLORIDA :
:
COLLIER COUNTY : ss.:

The foregoing instrument was acknowledged before me this 30th day of May, 1998, by Dennis C. Brown, who is personally known to me and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.


Notary Public

My Commission Expires:



Sheldon B. Conway
MY COMMISSION # 00556205 EXPIRES
July 25, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CEC ENVIRONMENTAL MORTGAGE, INC., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 30th day of May, 1998.

A handwritten signature in dark ink, appearing to read "Dennis C. Brown", is written over a horizontal line.

Dennis C. Brown, Esq.

Registered Agent

FILED
98 JUN -4 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA