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WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.

ATTORNEYS

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Timothy R. Moorhead

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June 30, 1998

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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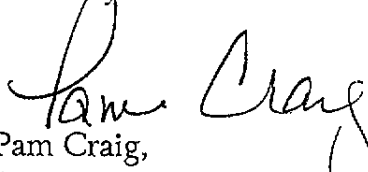
RE: Articles of Incorporation for CEW Properties, Inc.

Dear Sir/Madam:

Enclosed please find our firm's draft in the amount of \$122.50 for the cost of filing the enclosed Articles of Incorporation for CEW Properties, Inc., and returning a certified copy of the same to my office. I have enclosed herewith a copy of the Articles of Incorporation for your convenience.

Thank you for your assistance in this matter, and should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Pam Craig,  
Assistant to Mr. Moorhead

/pc  
Enclosures

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CLERK OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
CEW PROPERTIES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -2 AM 9:24

The undersigned subscribers of these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be CEW Properties, Inc. The address of the Corporation shall be 1251 Seminola Boulevard, Casselberry, Florida 32707.

**ARTICLE II  
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III  
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV  
INCORPORATORS**

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are:

NAME

ADDRESS

C. Edwin Wallick

1251 Seminola Boulevard  
Casselberry, FL 32707

**ARTICLE V  
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI  
INITIAL REGISTERED OFFICE, REGISTERED  
AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 145 N. Magnolia Avenue, Orlando, Florida 32801. The name of the initial Registered Agent and Resident Agent of this Corporation is Timothy R. Moorhead, Esq.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director(s) of this Corporation is/are:

NAME

ADDRESS

C. Edwin Wallick

1251 Seminola Boulevard  
Casselberry, FL 32707

**ARTICLE VIII  
OFFICERS OF THE CORPORATION**

The name and address of the Officers are:

NAME

ADDRESS

C. Edwin Wallick  
Incorporator, President, Director  
Secretary, Treasurer

1251 Seminola Boulevard  
Casselberry, FL 32707

**ARTICLE IX  
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

**ARTICLE X  
INDEMNIFICATION**

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

**ARTICLE XI  
AMENDMENT**

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

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 22 day of June, 1998, being the incorporator, this date and undersigned adopts these Articles of Incorporation.

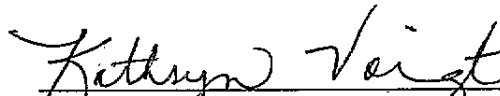
  
\_\_\_\_\_  
C. EDWIN WALLICK  
*edw*

STATE OF FLORIDA)

COUNTY OF SEMINOLE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared C. Edwin Wallick, to me and known to me to be the person who executed the foregoing Articles of Incorporation and she executed said Articles of Incorporation for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid, this 22 day of June, 1998.

  
\_\_\_\_\_  
Notary Public State of Florida

**ACCEPTANCE OF REGISTERED AGENT**

**I HEREBY ACCEPT** the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.

  
\_\_\_\_\_  
TIMOTHY R. MOORHEAD, ESQ.

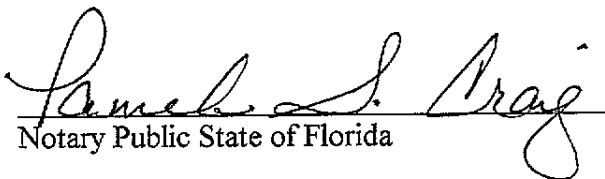


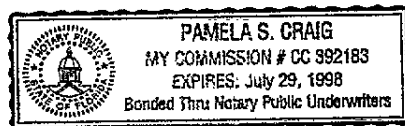
STATE OF FLORIDA)

COUNTY OF ORANGE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Timothy R. Moorhead, to me and known to me to be the person who executed the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid, this 30 day of June, 1998. \_

  
Notary Public State of Florida



FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
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