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LIMITED LIABILITY AMENDMENT

AMERICAN CONSULTING ENGINEERS OF FLORIDA, LLC

L02-13233

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
AMERICAN CONSULTING ENGINEERS OF FLORIDA, LLC**

AMERICAN CONSULTING ENGINEERS OF FLORIDA, LLC, a Florida limited liability company (the "Company"), hereby certifies as follows:

1. The Articles of Organization of the Company are hereby amended in their entirety and, as so amended, restated to read as follows:

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
AMERICAN CONSULTING ENGINEERS OF FLORIDA, LLC**

The undersigned, acting as an authorized representative of the members of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Amended and Restated Articles of Organization:

ARTICLE I

Company Name and Principal Office

The name of this limited liability company is AMERICAN CONSULTING ENGINEERS OF FLORIDA, LLC (the "Company") and its principal office and mailing address is 4111 Land O'Lakes Blvd., Suite 310, Land O'Lakes, Florida 34639.

John N. Giordano, Esq.
220 S. Franklin Street,
Tampa, FL 33602
813-224-9255
Fla Bar #358762

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ARTICLE II

Effective Date

The Company's original Articles of Organization were filed with the Florida Department of State on May 30, 2002. The Company's Amendment to the Articles of Organization was filed with the Florida Department of State on June 5, 2002.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of the Company shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Company at such address is John N. Giordano.

ARTICLE V

Management of the Company

The Company shall be a manager managed limited liability company. The names and titles of the persons who are to serve on the Management Committee, as Managers of the Company, until

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the first meeting of the members of the Company or until their successors are elected and qualify are:

<u>Name</u>	<u>Title</u>
Jeffrey S. Novotny	Member of the Management Committee
Scott M. Korpi	Member of the Management Committee
Ryan R. Forrestel	Member of the Management Committee
Brian J. Mirson	Member of the Management Committee

The names and titles of the persons who are to serve as officers of the Company until the first meeting of the Management Committee or until their successors are elected and qualify are:

Jeffrey S. Novotny	Principal
Scott M. Korpi	Principal
Ryan R. Forrestel	Principal
Brian J. Mirson	Principal
John P. Gorham	Principal Landscape Architect
Michael E. Jenkins	Principal Surveyor
W. Wayne Roggenkamp	Project Manager
Robert A. Valentine	Project Manager

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ARTICLE VI

Operating Agreement

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

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ARTICLE VII

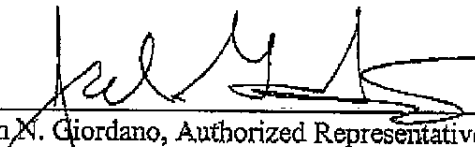
Indemnification

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any Manager or member, or former Manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

2. The foregoing Amended and Restated Articles of Organization were duly executed and are being filed in accordance with §608.411, *Florida Statutes*.

3. These Amended and Restated Articles of Organization shall become effective at the time of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Amended and Restated Articles of Organization this 17th day of July, 2002.


John N. Giordano, Authorized Representative


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CERTIFICATE DESIGNATING

REGISTERED AGENT

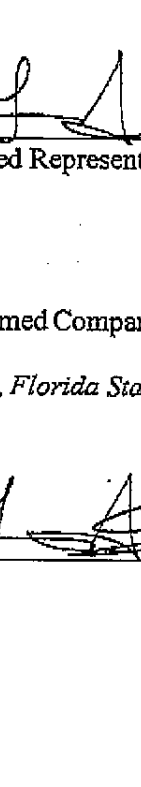
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, AMERICAN CONSULTING PROFESSIONALS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.



John N. Giordano, Authorized Representative

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named Company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.



John N. Giordano

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