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To: Division of Corporations
Fax Number : (850) 922-4001

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

TM LOVE + ASSOCIATES

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**ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION**

The undersigned natural person, competent and licensed to practice Engineering in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **TM LOVE + ASSOCIATES, P.A.**

ARTICLE II - PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of professional engineering and all its fields of specializations, as are engaged in by consulting professional engineers.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be professional engineers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to professional engineers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV - DURATION

The corporation shall have perpetual existence.

ARTICLE V - REGISTERED OFFICE; REGISTERED AGENT; ADDRESS

The address of this corporation's initial registered office is 200 E. Robinson Street, Suite 1180, Orlando, Florida 32801, and the name of its initial registered agent at said address is William F. Poole, IV. The initial street address of the principal office of this corporation is to be at 200 E. Robinson Street, Suite 1180, Orlando, Florida 32801. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INCORPORATION

The name and address of the Incorporator is as follows:

William F. Poole, IV
200 E. Robinson Street, Suite 1180
Orlando, Florida 32801

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Directors of this corporation is:

Thomas M. Love, P.E.
395 Menushe Court
Longwood, Florida 32779

ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

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ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X - INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI - INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, including appeals, or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, or of any other corporation which he served as such at the request of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled, but said right of indemnification shall not extend to any action, suit or proceeding by the Corporation or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on any person for an act alleged to have been committed by such person in his capacity as Director or an Officer of the Corporation or in any other corporation in which he/she served as such at the request of the Corporation.

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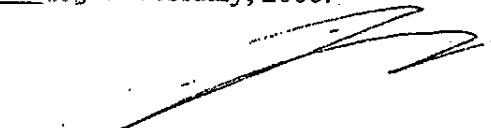
ARTICLE XII - BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ARTICLE XII - EFFECTIVE DATE

This Professional Association shall be effective as of February 7, 2000.

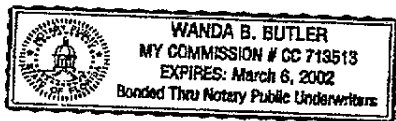
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 9 day of February, 2000.

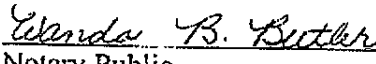

WILLIAM F. POOLE, IV, INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared WILLIAM F. POOLE, IV who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando, in the County of Orange and State of Florida this 9 day of February, 2000.




Notary Public
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of Registered Agent.

Dated: February 9, 2000.


WILLIAM F. POOLE, IV, Registered Agent