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GRAY HARRIS

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BAKER BARRIOS ARCHITECTS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BAKER BARRIOS ARCHITECTS, P.A.**

The undersigned, acting as the Incorporator of BAKER BARRIOS ARCHITECTS, P.A., a Florida professional service corporation, pursuant to Chapter 621 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for this corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **BAKER BARRIOS ARCHITECTS, P.A.**

ARTICLE II - ADDRESS

The principal office address of the corporation is 300 South Orange Avenue, Suite 900, Orlando, Florida 32801.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an architect duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice architectural services therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 East Pine Street
Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Richard A. Rodgers

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be set by the shareholders of this corporation.

B. The number of directors may be increased or diminished from time to time in accordance with the Bylaws of this corporation, but shall never be less than one (1).

C. Directors shall be elected by the affirmative vote of the majority of the shares represented at a meeting and entitled to vote at which a quorum is present.

ARTICLE VIII - INCORPORATOR

The following are the name and street address of the incorporator signing these Articles:

<u>Name</u>	<u>Address</u>
Richard A. Rodgers	301 East Pine Street Suite 1400 Orlando, Florida 32801

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall not be issued or transferred to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation has been incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that shareholders' shares.

ARTICLE X - BYLAWS

The shareholders and Board of Directors of this corporation shall have the power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws. In addition such Bylaws may include, subject to any necessary approval of the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

D. To transact business in any other state or country, subject to the limitations or requirements under (1) the laws of the State of Florida, and (2) the applicable laws of such other state or country.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of October, 2002.



Richard A. Rodgers
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of **BAKER BARRIOS ARCHITECTS, P.A.**, I hereby accept and agree to act in this capacity.

Dated: October 16, 2002.



Richard A. Rodgers