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DANIEL HARMON III
TIMOTHY J. SLOAN*
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DISTRICT OF COLUMBIA
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July 26, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200001551942
-08/02/95--01054--020
****122.50 ****122.50

Re: McNeil Engineering, Inc.

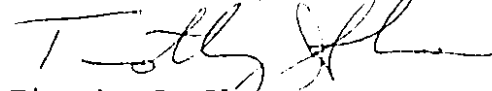
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and our check in the amount of \$122.50 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.


Timothy J. Sloan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -2 PM 2:27

TJS/ajt

Enclosures

cc: Sean McNeil

8/4/95

ARTICLES OF INCORPORATION
OF
MCNEIL ENGINEERING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -2 PM 2:27

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is MCNEIL ENGINEERING, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 1218 West 10th Street, Panama City, Florida 32401. The registered agent for this corporation is Timothy J. Sloan, 427 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one (1). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

SEAN D. McNEIL
1218 West 10th Street
Panama City, Florida 32401

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is Sean D. McNeil, whose address is 1218 West 10th Street, Panama City, Florida 32401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26TH day of July, 1995.

A handwritten signature in dark ink, appearing to be 'SEAN D. McNEIL', written over a horizontal line.

SEAN D. McNEIL

STATE OF FLORIDA,
COUNTY OF BAY.

The foregoing instrument was sworn to, subscribed, and
acknowledged before me this 26 day of July, 1995, by Sean D.
McNeil, who is personally known to me or who has produced
FLORIDA DRIVER'S LICENSE as identification.

(SEAL)

Mary Alva Morgan
Signature of Notary



MARY ALVA MORGAN
My Commission CC40567
Expires Oct. 02, 1998
Bonded by FIAI
800-422-1565

Print, Type or Stamp Name of
Notary Public

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

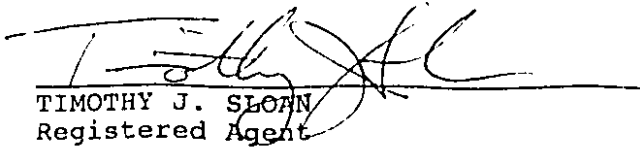
OF

MCNEIL ENGINEERING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -2 PM 2:27

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 26th day of July, 1995.


TIMOTHY J. SLOAN
Registered Agent