

P96000050917

MOORE & WOLFE

ATTORNEYS AT LAW

115 ROYAL POINCIANA PLAZA

50 COCONUT ROW

P.O. BOX 2704

PALM BEACH, FLORIDA 33480

TEL (407) 855-0400

FAX (407) 855-7063

REID MOORE, JR.
ELIZABETH A. WOLFE

FILED
96 JUN 12 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
6-14-96

June 11, 1996

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

400001861474
-06/13/96--01047--016
****122.50 ****122.50

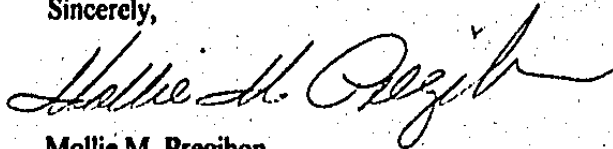
Re: Articles of Incorporation
Comprehensive Engineering, Inc.

Dear Sir or Madam:

Enclosed find the original Articles of Incorporation for Comprehensive Engineering, Inc.
Also enclosed is our check in the amount of \$122.50 to file the Articles and for return of a
certified copy to the above address.

If you should have any questions or need further information please don't hesitate to
contact me.

Sincerely,



Mollie M. Pregibon
Secretary to
Elizabeth A. Wolfe

EAW:mmmp
Enc.

6-14-96
D

407-4066-4063
96 JUN 12 AM 11:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.01

ARTICLES OF INCORPORATION

OF

COMPREHENSIVE ENGINEERING, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **COMPREHENSIVE ENGINEERING, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 748 NW 5 Ave
Ft. Lauderdale, Fl. 33311 and the mailing address is Same

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Michael D Wall
3030 SW 22 St.
Ft. Lauderdale, Fl. 33312

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be Michael D Wall whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ~~One Hundred~~ (100) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporaiton may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or otehr rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S. Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under the Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 748 NW 5 Ave
Ft. Lauderdale, Fl. 33311 Michael J Optekar

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective June 10, 1996.

ARTICLE 14 - AMENDMENT

Mar-01-96 04:17P MOORE & WOLFE

407-655-7063

96 JUN 12 AM 11:43
FILED
P.04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21 day of May, 1996.


Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named to accept service of process for the above stated corporation, at the registered office located at 748 NW 5 Avenue, Ft. Lauderdale, FL 33311, I, Michael J. Optekar, accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 