

P 96000082992

CHARLES C. LEHMAN, P.A.
Attorney at Law

The Moorings Professional Building
2338 N. Tamiami Trail
Suite 201
Naples, Florida 34103

Phone: (841) 648-1888
Fax: (841) 263-2311

October 1, 1996

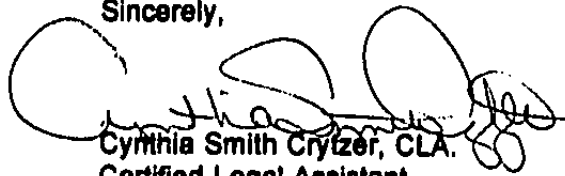
800001963848
-10/03/96--01046--012
****122.50 ****122.50

The Honorable Sandra Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Mortham:

Enclosed please find the Articles of Incorporation for Phoenix Planning and Engineering, Inc., a copy of said Articles, the Registered Agent's Certificate and a check in the amount of \$122.50 representing your filing fee. Thank you for your assistance with this matter. If you have any questions, feel free to call me.

Sincerely,


Cynthia Smith Cryzer, C.L.A.
Certified Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PH 3:42

g-10/3/96

ARTICLES OF INCORPORATION
OF
PHOENIX PLANNING & ENGINEERING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PM 3:42

The undersigned subscriber to these Articles of Incorporation, Kevin H. McVicker, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of this Corporation is PHOENIX PLANNING & ENGINEERING, INC., and the principal place of business is 4100 Corporate Square Blvd., Suite 127., Naples, Florida 34112.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations

issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2335 N. Tamiami Trail, Suite 201, Naples, Florida, and the name of the initial registered agent of the Corporation at that address is Charles C. Lehman. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

Kevin H. McVicker
4100 Corporate Square Blvd., #127
Naples, Florida 34112

Dale S. Mosher
4100 Corporate Square Blvd., #127
Naples, Florida 34112

Craig R. Stephens
4100 Corporate Square Blvd., #127
Naples, Florida 34112

Brinn Howell
4100 Corporate Square Blvd., #127
Naples, Florida 34112

ARTICLE VIII
INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Kevin H. McVicker	4100 Corporate Square Blvd., #127 Naples, Florida 34112

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 1 day of October, 1996.



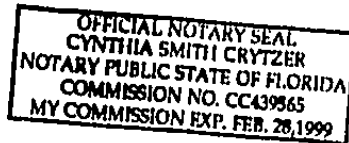
KEVIN H. McVICKER

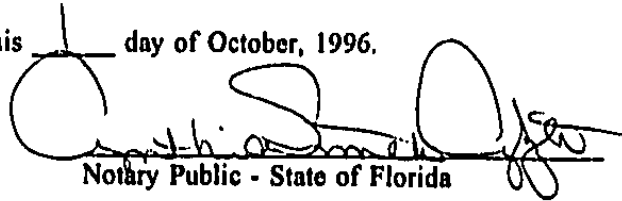
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Kevin H. McVicker, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1 day of October, 1996.

(SEAL)




Notary Public - State of Florida

(Print, Type or Stamped Commissioned Name of Notary Public)

Personally Known OR Produced Identification
Type of Identification Produced _____

TACCL401405ARTICLES

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That PHOENIX PLANNING & ENGINEERING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County Collier, State of Florida, has named CHARLES C. LEHMAN located at 2335 N. Tamiami Trail, Suite 201, Naples, Florida 34103, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


CHARLES C. LEHMAN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PM 3:42