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LAW OFFICES
MELVIN AND MELVIN
PROFESSIONAL ASSOCIATION

MICHAEL W. MELVIN
JOAN B. MELVIN

FILED
96 NOV 26 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SUITE 600
3101 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308-1042
TELEPHONE (954) 563-9513
FACSIMILE (954) 563-9553

November 11, 1996

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Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: PUBLIC AGENCY CONTRACTING AND CONSULTING, INC.

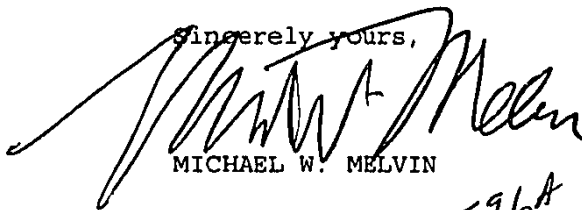
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation on Public Agency Contracting and Consulting, Inc. I am also enclosing this firm's check in the amount of \$122.50 representing the filing fee.

At your convenience, please forward the Certificate of Incorporation along with a certified copy of the Articles to this office.

Thank you for your continuing cooperation.

Sincerely yours,



MICHAEL W. MELVIN

MWM:mam
Enclosures
cc: Ms. Catherine Muth

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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LAW OFFICES
MELVIN AND MELVIN
PROFESSIONAL ASSOCIATION

MICHAEL W. MELVIN
JOAN B. MELVIN

SUITE 602
3101 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33306-1042
TELEPHONE (954) 855-8513
FACSIMILE (954) 854-8553

November 21, 1996

FILED
96 NOV 26 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Freida Chesser
Corporate Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Public Agency Contracting and Consulting, Inc.
Ref. Number: W96000024425

Dear Ms. Chesser:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-captioned. You advised my office that Article II should be changed to show that the effective date be November 7, 1996, the date of receipt of the Articles), however, said Article also states that the corporate existence shall begin when Articles are filed if said Articles are not received within the five (5) day period. Accordingly, please file these Articles and return the certified copy of the Articles to this office as soon as possible.

Thank you for your continuing cooperation.

Sincerely yours,



MICHAEL W. MELVIN

MWM:mam
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

MICHAEL W MELVIN ESQUIRE
3101 N FEDERAL HWY STE 602
FT LAUDERDALE, FL 33306-1042

SUBJECT: PUBLIC AGENCY CONTRACTING AND CONSULTING, INC.
Ref. Number: W96000024425

We have received your document for PUBLIC AGENCY CONTRACTING AND CONSULTING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 596A00052541

11/21/96

ARTICLES OF INCORPORATION
OF
PUBLIC AGENCY CONTRACTING AND CONSULTING, INC.

FILED
96 NOV 26 PM 12:20
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PUBLIC AGENCY CONTRACTING AND CONSULTING, INC., whose address is 1500 Cordova Road, Suite 210, Fort Lauderdale, Florida 33316.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles if this instrument is filed with the Department of State within five (5) days, exclusive of legal holidays, after said subscription and acknowledgment and if same are subsequently approved by the Department of State and all filing fees and taxes paid; otherwise, corporate existence shall begin when this instrument has been filed with the Department of State and is approved by it and all filing fees and taxes have been paid.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business. In addition, and without limiting the foregoing, the corporation may 1) do all and everything necessary or incidental to the protection and benefit of the corporation and in general carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not said business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which this corporation is organized; (2) carry on any business and have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed

objects and purposes specified in the foregoing portions of this Article shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other section of this Certificate, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 per share par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 Cordova Road, Suite 210, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this corporation at that address is CATHERINE MUTH. The above registered agent and street address for the registered office is also the name and street address of the Registered Agent for service of process upon this corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

The name and address of the person signing these Articles is CATHERINE MUTH, 1500 Cordova Road, Suite 210, Fort Lauderdale, Florida 33316.

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.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - CUMULATIVE VOTING

At the election for Directors, every shareholder entitled to vote at the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes upon the same principle among any number of candidates.

ARTICLE XII - RESERVATION

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of March, 1996.

Witnesses:

Diana L. Vereen
DIANA L. VEREEN
Printed name of witness

James P. Ray
JAMES P. RAY
Printed name of witness

Catherine Muth (SEAL)
CATHERINE MUTH

Witnesses:

2 Diana L. Vereen
3 DIANA L. VEREEN
Printed name of witness

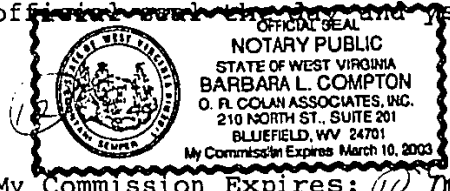
Catherine Muth (SEAL)
CATHERINE MUTH

4 James P. Ray
6 James P. Ray
Printed name of witness

STATE OF West Virginia
COUNTY OF Mercer

I HEREBY CERTIFY that on this 8 1996 day of March, 1996, personally came and appeared before me, the under-signed authority, CATHERINE MUTH, to me well known to be the persons described in and who executed the foregoing instrument and they acknowledged to and before me the they executed the same as their free and voluntary act and deed for the uses and purposes set forth and expressed therein. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8 day of March and year first above-written.



9 Barbara L. Compton
Notary Public
10 Barbara L. Compton
Printed Name of Notary Public

My Commission Expires: 11 March 10, 2003

13 (Print, Type or Stamp Commissioned Name of Notary Public)
Personally Known OR Produced Identification _____
Type of Identification Produced _____

FILED
96 NOV 26 PM 12: 20
TALLAHASSEE, FLORIDA