

P98000056314

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FORESTECH CONSULTING, INC.
(Proposed corporate name - must include suffix)

200002567912--5
-06/22/98--01078--004
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John D. Carlson, Esq.
Name (Printed or typed)

501 E. Tennessee Street, Suite B
Address

Tallahassee, FL 32308
City, State & Zip

(850) 681-7191
Daytime Telephone number

FILED
98 JUN 22 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/24/98

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FORESTECH CONSULTING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be ForesTech Consulting, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address of the corporation shall be 3115 Ortega Drive, Tallahassee, Florida 32312-1818.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE III

Shares

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Initial Registered Agent

The initial Registered Agent and the street address of the initial Registered Agent of this corporation shall be: Mark M. Milligan, 3115 Ortega Drive, Tallahassee, Florida 32312-1818. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and may change the Registered Agent

ARTICLE V

Incorporator

The name and address of the incorporator to these Articles of Incorporation are Mark M. Milligan, 3115 Ortega Drive, Tallahassee, Florida 32312-1818.

ARTICLE VI

Directors

The affairs of the corporation shall be conducted by a Board of Directors, and by such officers as the said directors may at any time elect or appoint. No officer or director need be a stockholder of this corporation. The number of directors, not fewer than two (2) nor more than five (5), shall be designated and elected by the stockholders at their annual meeting.

ARTICLE VII

Initial Directors

Until the first annual meeting of the stockholders, or until their successors have been elected and are qualified in accordance with the By-Laws, the following persons shall be the directors of the corporation:

Mark M. Milligan
3115 Ortega Drive
Tallahassee, FL 32312-1818

Lauren Milligan
3115 Ortega Drive
Tallahassee, FL 32312-1818

The directors shall have the power to adopt, amend and rescind By-Laws to fill vacancies occurring in the board from any cause, and to appoint from their own number an executive committee and other committees, and vest said committee or committees with all the power permitted by the By-Laws.

ARTICLE VIII

General Purpose

The general purpose of ForesTech Consulting, Inc., is to provide forestry, environmental and technological services and products for the management of natural resources.

ARTICLE IX

Additional Provisions

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and its directors, are hereby adopted as a part of this Certificate of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation except as conferred by statutes or authorized by the Board of Directors, or by resolution of the stockholders.

(b) The Directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the Certificate of Incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder or any shares of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe or any obligation which the corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants, or any instruments or instrument that shall convey upon the holder or holders of such obligation the right to subscribe for or purchase the corporation any shares of its capital stock of any class or classes.

(d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or are officers, of such other corporation, and any director or directors, individually or jointly, may be a party of parties to, or may be interested in any such contract or transaction of the corporation, or in

which the corporation is interested, and no contract, at or transaction of the corporation with any person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

(e) The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation from and against any and all claims and liabilities to which such person shall have become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or committed by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or willful misconduct.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing to do so, in reliance upon the advice of counsel.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholders ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

ARTICLE X

Amendment

The corporation reserves the right to amend, alter change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal this 18th day of June, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and so hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

Mark M. Milligan
MARK M. MILLIGAN

**STATE OF FLORIDA
COUNTY OF LEON**

The foregoing instrument was acknowledged before me this 18th day of June 1998, by MARK M. MILLIGAN who is personally known to me or who has produced drivers license as identification.



HEATHER A. WILLIS
MY COMMISSION # CC485402 EXPIRES
August 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Sign: Heather A. Willis
NOTARY PUBLIC IN AND FOR
THE STATE OF FLORIDA

Having been named as Registered Agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of said Act and am familiar with and accept the obligations of my position as Registered Agent.

Mark M. Milligan
MARK M. MILLIGAN

6/18/98
DATE

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TALLAHASSEE, FLORIDA