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Law Office of Michael S. Taylor

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June 29, 1999

Department of State
Corporate Records Division
409 East Gaines Street
Tallahassee, Florida 32301

- MECHANICAL CONSULTANTS

Re: Articles of Incorporation for Taylor Engineering, Inc.

Dear Sir/Madam:

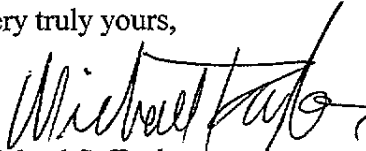
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*****70.00 *****70.00

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Check in the amount of \$70.00 to cover your filing fees.

Enclosed you will also find a photocopy of the Articles. Please return this to me with the filing date stamped on it. Thank you for your assistance in this matter.

Very truly yours,


Michael S. Taylor

MST/
Enclosures
cc: David Taylor

FILED
99 JUL -1 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WS

**ARTICLES OF INCORPORATION
OF
TAYLOR ENGINEERING-MECHANICAL CONSULTANTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

Taylor Engineering-Mechanical Consultants, Inc.

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$1.00.

**5. REGISTERED AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS**

The registered agent shall be David A. Taylor, and the initial registered office shall be at

5218 East Seneca Ave., Temple Terrace, Florida 33617. The principal office and mailing address of the Corporation is.

Taylor Engineering-Mechanical Consultants, Inc.
5218 East Seneca Ave.
Temple Terrace, Florida 33617

6. BOARD OF DIRECTORS

The initial Board of Directors shall have members whose name and address is as follows:

David A. Taylor
5218 East Seneca Ave.
Temple Terrace, Florida 33617

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

The incorporator of this Corporation is Michael S. Taylor, Esquire, whose address is 4100 West Kennedy Blvd., Suite 322, Tampa, Florida 33609.

8. SHAREHOLDER' PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares of from the treasury of this Corporation, in the ratio of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

In witness thereof, the undersigned incorporator has executed these Article of Incorporation this 28 day of June 1999.


MICHAEL S. TAYLOR, ESQUIRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 24 day of June, 1999, by Michael S. Taylor, who is personally known to me OR has produced a Florida driver's license as identification.

Notary Public - State of Florida at Large
My commission Expires:



Kathy L. Fikar
My Commission CC630404
Expires March 17, 2001

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process at 5218 East Seneca Ave., Temple Terrace, Florida 33617, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.


David A. Taylor
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA