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G. Michael Mackenzie, P.A.

ATTORNEY AND COUNSELOR AT LAW

G. MICHAEL MACKENZIE

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Clearwater, Florida 34629

January 5, 1998

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Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32301

RE: R.W.H. ENGINEERING, INC.

Gentlemen:

Please find enclosed the original and a copy of the Articles of Incorporation for the above proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing the charter tax, filing fees for the Articles of Incorporation and the appropriate sum for a certified copy of the Articles of Incorporation.

When this corporation has been duly qualified, please forward a certified copy of the Articles of Incorporation, together with your filing acknowledgement.

Your expedited handling and return is requested.

Thank you.

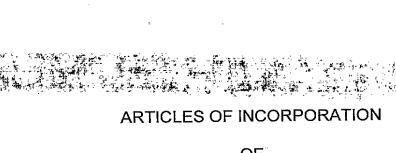
Yours very truly,

G. MICHAEL MACKENZIE

GMM/sm Enclosures

F. CHESSER

JAN 1 2 1998



OF

R.W.H. ENGINEERING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is R.W.H. ENGINEERING, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is: 2150 Lake Ave. SE, Largo, Florida 33771, in Pinellas County, State of Florida. The registered agent at this address is RONALD W. HARRIS.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is to provide engineering and design services, and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1,000 shares at \$1.00 par value.

Section 2. Pre-emptive rights. The holder of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is \$500.00 Dollars.

ARTICLE VIII. DIRECTORS.

This corporation shall not have Directors, but will be managed by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall

hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

NAME & ADDRESS

OFFICE

RONALD W. HARRIS 2150 Lake Ave. SE, Largo, Florida 33771 President/Secretary

ARTICLE X. SUBSCRIBERS

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

NAME & ADDRESS	SHARES	CONSIDERATION
RONALD W. HARRIS	500	\$500.00
2150 Lake Ave. SE, Largo, Florida 33771		

IN WITNESS WHEREOF, the undersigned has hereunto set his hand to the foregoing Articles of Incorporation for R.W.H. ENGINEERING, INC., this <u>Z</u> day of November, 1997.

RONALD W. HARRIS

STATE OF FLORIDA COUNTY OF PINELLAS

I HEREBY CERTIFY that on this <u>28</u> day of November, 1997, personally appeared RONALD W. HARRIS who is personally known to me, or who presented as identification.

NOTARY PUBLIC

My Commission Expire

JAMI K. WOOD My Comm Exp. 4/23/98 Ronded By Service his

Bonded By Service Ins No. CC352417

Personally Known [] 08

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept process for the Florida Corporation, R.W.H. ENGINEERING, INC.

RONALD W. HARRIS

STATE OF FLORIDA COUNTY OF PINELLAS

I HEREBY CERTIFY that on this <u>28</u> day of November, 1997, personally appeared RONALD W. HARRIS, who is personally known to me or who presented a Florida Drivers License as identification.

NŐTARY PUBLIC

My Commission Expires:

JAMI K. WOOD

My Comm Exp. 4/23/98 Bonded By Service Ins

M. Personally known

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