

F22258

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February 11, 1997

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*****87.50 *****87.50

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: CONKLIN, PORTER AND HOLMES - ENGINEERS, INC.

Gentlemen:

Enclosed please find my Restated Articles of Incorporation and Certificate of Restatement, along with my trust account check payable to your order in the amount of \$87.50, covering filing fee of \$35.00 and \$52.50 for certified copy of Restated Articles of Incorporation.

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/lw

Enclosure

SH 2/26
Amend.
& Rest.

FILED
07 FEB 25 PM 12:40
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

James A. Barks, Esq.
1120 W. First St.
Suite B
Sanford, FL 32771

SUBJECT: CONKLIN, PORTER & HOLMES-ENGINEERS, INC.
Ref. Number: F22258

We have received your document for CONKLIN, PORTER & HOLMES-ENGINEERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 497A00008794

CERTIFICATE OF
RESTATEMENT

FILED
97 FEB 25 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007(4) of the Florida General Corporation Act (the "Act"), CONKLIN, PORTER & HOLMES - ENGINEERS, INC., a Florida corporation (the "Corporation"), hereby certifies that:

(1) The name of the Corporation is CONKLIN, PORTER & HOLMES - ENGINEERS, INC.

(2) On January 30, 1997, Restated Articles of Incorporation of the Corporation (the "Restatement") were duly adopted by the Board of Directors of the Corporation.

(3) The Restatement contains Amendments to the Articles of Incorporation requiring Shareholder approval (the "Amendment").

(4) The text of the Amendments adopted is as follows:

"II.

The Corporation shall have authority to issue two (2) classes of stock: Class A Voting Common Stock and Class B Non-Voting Common Stock.

CLASS A VOTING COMMON STOCK. The aggregate number of shares of Class a Voting Common Stock that the Corporation shall have authority to issue shall be One Thousand (1,000) Shares, \$1.00 par value per share. All of the voting rights of the Corporation shall be vested in the holders of the Class A Voting Common Stock. The holders of the Class A Voting Common Stock shall be entitled to notice of all meetings of the Shareholders and shall be entitled to vote on all questions that may be presented to and decided upon by the Shareholders.

CLASS B NON-VOTING COMMON STOCK. The aggregate number of share of Class B Non-Voting Common Stock that the Corporation shall have authority to issue shall be Nine Thousand (9,000) Shares, \$1.00 par value per share. The holders of Class B Non-Voting Common Stock shall have no voting rights and shall not be entitled to notice of any meetings of Shareholders, except as shall be required by law.

Except for the voting rights granted to the holders of the Corporation's Class A Voting Common Stock, the rights of the holders of Class a Voting Common Stock and Class B Non-Voting Common Stock shall be the same in all respects, including, without limitation, the right to receive distributions and liquidation proceeds.

III.

(5) Concurrent with the effective date of the Restated Articles, the Shareholders of the Corporation shall present and surrender certificates representing all 3033 shares of the outstanding common stock of the Corporation, and in exchange therefor, shall receive certificates representing 303.3 shares of the Class A Voting Common Stock and 2,729.7 shares of the Class B Non-Voting Stock of the Corporation. This exchange of shares is pursuant to Section 1036 of the Internal Revenue Code.

(6) The Amendment was adopted by all of the Directors and Shareholders of the Corporation by unanimous written consent. The effective date of the Amendment's adoption is the date of filing hereof with the Secretary of State of Florida.

(7) These Restated Articles of Incorporation supersede the original Articles of Incorporation filed on March 6, 1981.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Restatement to be executed by its duly authorized officer this 30th day of January, 1997.

CONKLIN, PORTER & HOLMES -
ENGINEERS, INC.

By: 

Paul E. Porter, P.E., President

Attest: 

Linda M. Gardner, Secretary

RESTATED
ARTICLES OF INCORPORATION
OF

CONKLIN, PORTER & HOLMES - ENGINEERS, INC.

FILED
97 FEB 25 FILE: 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On January 30, 1997, the following Restated Articles were duly adopted by the Board of Directors and Shareholders of CONKLIN, PORTER & HOLMES - ENGINEERS, INC., a Florida corporation (the "Corporation") pursuant to Sections 607.1007 and 607.1003 of the Florida General Corporation Act (the "Act"):

I.

The name of the Corporation is CONKLIN, PORTER & HOLMES - ENGINEERS, INC.

II.

The Corporation shall have authority to issue two (2) classes of stock: Class A Voting Common Stock and Class B Non-Voting Common Stock.

CLASS A VOTING COMMON STOCK. The aggregate number of shares of Class A Voting Common Stock that the Corporation shall have authority to issue shall be One Thousand (1,000) Shares, \$1.00 par value per share. All of the voting rights of the Corporation shall be vested in the holders of the Class A Voting Common Stock. The holders of the Class A Voting Common Stock shall be entitled to notice of all meetings of the Shareholders and shall be entitled to vote on all questions that may be presented to and decided upon by the Shareholders.

CLASS B NON-VOTING COMMON STOCK. The aggregate number of shares of Class B Non-Voting Common Stock that the Corporation shall have authority to issue shall be Nine Thousand (9,000) Shares, \$1.00 par value per share. The holders of Class B Non-Voting Common Stock shall have no voting rights and shall not be entitled to notice of any meeting of Shareholders, except as shall be required by law.

Except for the voting rights granted to the holders of the Corporation's Class A Voting Common Stock, the rights of the holders of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be the same in all respects, including, without limitation, the right to receive distributions and liquidation proceeds.

III.

All shares of the Corporation's common stock that are required by the Corporation shall, unless otherwise provided in a Resolution by the Corporation's Board of Directors, be held as treasury shares notwithstanding the provisions of Section 607.0631 of the Act.

IV.

The time of existence of this corporation shall be perpetual.

V.

The Board of Directors of this corporation shall consist of not less than two (2) nor more than nine (9) persons, and said Board of Directors shall be in full control of the affairs of this Corporation and may authorize the exercise of all corporate affairs.

VI.

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be voted exclusively by the holders of the outstanding Class A Voting Common Stock.

VII.

The corporation shall be governed by and subject to the provisions and restrictions imposed upon it by such By-Laws as shall from time to time be adopted, altered or amended by the Board of Directors of the Corporation. A majority vote of the entire Board of Directors shall be necessary to adopt, alter, amend or repeal any By-Laws of the Corporation.

VIII.

This corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

IX.

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 or Officers of such other Corporation, and any Director or Directors, individually or jointly, may be parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and each and every person who may become a Director or Officer of the Corporation is hereby relieved from any liability that might otherwise exist from any such contracting with the Corporation for the benefit of himself for any firm, association or Corporation in which he may be in anywise interested. Any Director of the Corporation may transact business with any subsidiary or controlled Corporation without regard to the fact that he is also a Director of such subsidiary or controlled Corporation.

The Corporation reserves the right to alter, change, amend, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to

this reservation. The Corporation shall have all the rights, powers and privileges of Corporations for profit under the laws of the State of Florida.

X.

The registered office of the Corporation is located at 500 W. Fulton Street, Sanford, Florida 32771. The Registered Agent is PAUL E. PORTER.

XI.


The street address of the principal office of the Corporation is: 500 W. Fulton Street, Sanford, Florida 32771, and the mailing address of the principal office of the Corporation is: Post Office Box 2808, Sanford, Florida 32772-2808.

XII.

These Restated Articles of Incorporation supersede the original Articles of Incorporation filed on March 6, 1981.

IN WITNESS WHEREOF, CONKLIN, PORTER & HOLMES - ENGINEERS, INC. has caused these Restated Articles of Incorporation to be executed, its corporate seal affixed and the foregoing to be attested by its duly authorized Officers this 30th day of January, 1997.

CONKLIN, PORTER & HOLMES -
ENGINEERS, INC.

By: 
Paul E. Porter, P.E., President

ATTEST: 
Linda M. Gardner, Secretary

(CORPORATE SEAL)