



THE UNITED STATES
CORPORATION
COMPANY

F98000002065

ACCOUNT NO. : 072100000032

REFERENCE : 768042 7143835

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 70.00

ORDER DATE : April 3, 1998

ORDER TIME : 11:52 AM

300002481493--8

ORDER NO. : 768042-005

CUSTOMER NO: 7143835

W 18-17773

CUSTOMER: Mr. Thomas Rivers
Paulson Mitchell Inc.
Suite 200
85-a Mill Street
Roswell, GA 30075

8 4/10

FOREIGN FILINGS

NAME: MITCHELL ENGINEERING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 APR -7 PM 1:25

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

RECEIVED
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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 7, 1998

CSC
ATTN: BRENDA PHILLIPS

SUBJECT: MITCHELL ENGINEERING, INC.
Ref. Number: W98000007773

RESUBMIT

Please give original
submission date as file date.

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We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 498A00018493

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Timothy R. Rivers, do hereby
certify that this Resolution of the Board of Directors of
Mitchell Engineering, Inc.
a corporation duly organized and existing under the laws of
the State of North Carolina, was duly adopted
on April 9, 1998.

Resolved, that Mitchell Engineering, Inc.
organized and existing in the State of North Carolina
hereby adopts the name PMI Engineering, Inc.
for use in Florida.

Dated: April 9, 1998

Timothy R. Rivers
(Signature of at least one Director)

INHS19(3/93)
BSP

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. MITCHELL ENGINEERING, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. North Carolina 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/25/1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2701 West Busch Boulevard
Tampa, FL 33618
(Current mailing address)

8. Offer engineering design services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Deborah D. Skipper, as agent
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Daniel Mitchell

Address: 85 A Mill Street, Suite 200

Roswell, Georgia 30075

Vice President: John S. Paulson

Address: 85 A Mill Street, Suite 200

Roswell, Georgia 30075

Secretary: Daniel S. Mitchell

Address: 85 A Mill Street, Suite 200

Roswell, Georgia 30075

Treasurer: John S. Paulson

Address: 85 A Mill Street, Suite 200

Roswell, Georgia 30075

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Daniel Mitchell, President

(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

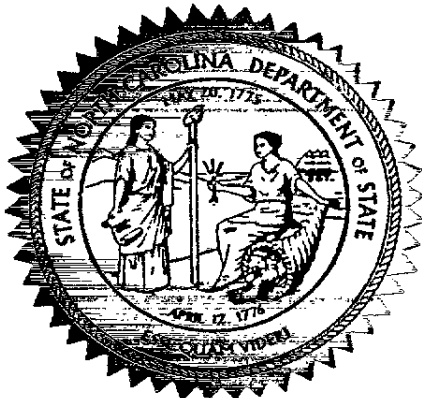
CERTIFICATE OF EXISTENCE (PROFESSIONAL CORPORATION)

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

MITCHELL ENGINEERING, INC.

is a professional corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 25th day of February, 1998, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that the said corporation's certificate of registration is not suspended or revoked by their licensing board; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of April, 1998.

Elaine F. Marshall

Secretary of State

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DIVISION OF CORPORATIONS
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