V 96 00000 2616
YOUNG, VAN ABBENDERP & VARNADOE, P. A.
ATTORNEYS AT LAW

REPLY TO:

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C. LAURENCE KEEBEY
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ROY C. YOUNG

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225 BOUTH ADAMS STREET, SUITE 200
POST OFFICE BOX:1833
TALLAHASSEE, FLOHIDA 32302-1833
TELEPHONE (804) 222-7206
TELECOPIER (804) 881-6834

May 15, 1996

SUNTRUST BUILDING BOI LAUREL OAK DRIVE SUITE 300 POST OFFICE BOX 7007

Naples, Florida 33941-7907 Telephone (941) 597-2814 Telecopien (941) 597-1060

BOARD CENTERD REAL ENTAIR LAWYER

Florida Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32301

> RE: Florida Engineers Management Corporation A Florida Not-For-Profit Corporation

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Dear Sir/Madam:

Enclosed please find Articles of Incorporation to be filed on the above named corporation. Also enclosed is a check in the amount of \$70 to pay filing fee for same.

Please file the original Articles and stamp the extra copy and return to our office. Your cooperation in this matter is greatly appreciated.

Yours very truly,

Roy C. Young

RCY: Pip

Enclosures:

Articles of Incorporation

Check for \$70

L-SOS.M15

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 15, 1996

ROY C. YOUNG, ESQ. YOUNG, VAN ASSENDERP & VARNADOE, P.A. PO BOX 1833 TALLAHASSEE, FL 32302-1833

SUBJECT: FLORIDA ENGINEERS MANAGEMENT CORPORATION Ref. Number: W96000010388

We have received your document for FLORIDA ENGINEERS MANAGEMENT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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) 487-6926.

Sheldon Bream Document Specialist

Letter Number: 996A00024172

Will wait

ARTICLES OF INCORPORATION

FLORIDA ENGINEERS MANAGEMENT CORPORATION A Florida Not-For-Profit Corporation

ARTICLE 1. The name of the corporation not-for-profit is FLORIDA ENGINEERS MANAGEMENT CORPORATION.

ARTICLE 2. The street address of the initial principal office is 857 East Park Avenue, Tallahassee, Florida 32301.

ARTICLE 3. The purpose for which the corporation is organized is not to practice engineering but:

- (1) to provide opportunity for exchange of experience and opinions through discussion, study, and publication;
- (2) to educate the public about and to improve the enforcement of the engineer registration law;
- (3) to educate its members and the public in the advancement and improvement in the conduct of engineering management; and
- (4) to engage in all lawful business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 4. The directors are to be elected by the method stated in the by-laws.

ARTICLE 5. The street address of the corporation's initial registered office is 857 East Park Avenue, Tallahassee, Florida 32301, and the name of the initial Registered Agent of the corporation at that address is Dennis Barton.

ARTICLE 6. The name of the incorporator to those Articles is Dennis Barton, and his address is 857 East Park Avenue, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Tallahassee, Florida on this 16 day of May, 1996.

DENNIS BARTON

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Dennis Barton, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of Florida Engineers Management Corporation is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

DENNIS BARTON

Registered Agent

FEMC.A01

N960000002616

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_Tallahassee, Flor	ida 32302	222-1055		
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CR2E031(1/95)

ARTICLES OF DISSOLUTION

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 OCT -2 PM 4:00

OF

FLORIDA ENGINEERS MANAGEMENT CORPORATION

FLORIDA ENGINEERS MANAGEMENT CORPORATION, a Florida corporation, executes the following articles of dissolution pursuant to section 617.1403 of the Florida Business Corporation Act:

- 1. The name of the corporation is FLORIDA ENGINEERS MANAGEMENT CORPORATION (the "company").
 - 2. The corporation's articles of incorporation were filed on May 16, 1996.
 - 3. The company has no members.
 - 4. The company has not commenced business.
- 5. The board of directors, consisting of three members, unanimously adopted a resolution to dissolve the corporation on October 1, 1997.
- 6. The company intends for its name to be used by the corporation contemplated by the provisions of §471.038, Florida Statutes, and will not seek to revoke this dissolution as allowed by §617.1404, Florida Statutes.

EXECUTED this ______ day of October, 1997.

FLORIDA ENGINEERS MANAGEMENT CORPORATION

Name: Dennis Barton

Title: President