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March 23, 2000

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

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*****78.75 *****78.75

Re: RESOURCE DIRECTION, INC.
ENVIRONMENTAL PLANNING DESIGN AND DEVELOPMENT, INC.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the two above corporations together with checks, each in the amount of \$78.75 representing filing fees of \$35, registered agent fee of \$35 and certified copy of \$8.75 for each.

Please file with the Secretary of State's office, and wait for the certified copy and return to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad
Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

FILED
00 MAR 29 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Call When Ready

T. SMITH MAR 30 2000

ARTICLES OF INCORPORATION

OF

ENVIRONMENTAL PLANNING DESIGN AND DEVELOPMENT, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of this corporation is ENVIRONMENTAL PLANNING DESIGN AND DEVELOPMENT, INC.

ARTICLE II

DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III

GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V

NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

FILED
00 MAR 29 AM 11
SECRET/NOFORN
TALMADGE, J. B.

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 427 Westminster Street, Orlando, Florida 32803 and the name of the initial registered agent of this corporation at that address is Paul Gifford Anglim.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and has qualified is:

Paul Gifford Anglim	427 Westminster Street
	Orlando, Florida 32803

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is:

Paul Gifford Anglim	427 Westminster Street
	Orlando, Florida 32803

ARTICLE IX
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XI
AMENDMENTS

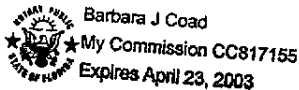
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles at Orlando, Florida, this 27 day of MARCH, 2000.

Paul Gifford Anglim
Paul Gifford Anglim

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27 day of March, 2000, by PAUL GIFFORD ANGLIM, who is personally known to me or who produced n/t (type of identification) as identification.



Barbara J. Coad
NOTARY PUBLIC
Barbara J. Coad
Print Name
My Commission Expires:
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

Paul Gifford Anglim
Paul Gifford Anglim

FILED
MAR 29 AM 11:40
00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA