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OFFICE
SULLIVAN, ADMIRE & SULLIVAN
PROFESSIONAL ASSOCIATION
2511 PONCE DE LEON BOULEVARD, SUITE 320
CORAL GABLES, FLORIDA 33134-6082

JOHN C. SULLIVAN (1890-1957)
JACK G. ADMIRE
JOHN C. SULLIVAN JR.
JOHN G. ADMIRE
ROBERT O. ADMIRE

AREA CODE 305
TELEPHONE 444-6121
FAX 444-5508
E-Mail: SAS@Web2000.net

June 5, 2000

Department of State
Division of Corporations
CL 02
The Capitol
400 South Monroe Street
Tallahassee, FL 32399-0250

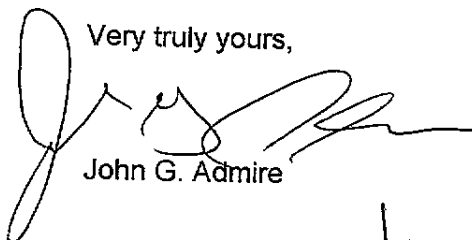
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RE: Articles of Incorporation for Research Engineering Consultant, Inc..

Dear Sir

Enclosed is an original and one copy of Articles of Incorporation for the above referenced corporation. Please note that a corporation by this same name was recently dissolved. The remaining stockholders and directors of that corporation have Assigned and Consented to the use of this corporate name by the new corporation. See Consent and Assignment enclosed. The director and stock holder of the new corporation is a stockholder and director of the dissolved corporation.

Please file the Articles and return a certified copy to me in the envelope provided. A check for \$199.00 payable to the Department of State is enclosed. If there is any additional cost please let me know. Thank you.

Very truly yours,

John G. Admire

FILED
00 JUN 16 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KR

6/2/00
10-14491

**ARTICLES OF INCORPORATION
OF
RESEARCH ENGINEERING CONSULTANT, INC**

FILED
00 JUN 16 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is RESEARCH ENGINEERING CONSULTANT, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The street address of the principal office of the corporation is 9811 S.W. 96 Street, Miami, FL 33176

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 9811 S.W. 96 Street, Miami, Florida, 33176. The initial registered agent for the corporation at that address is Lucia S. Chang.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is:

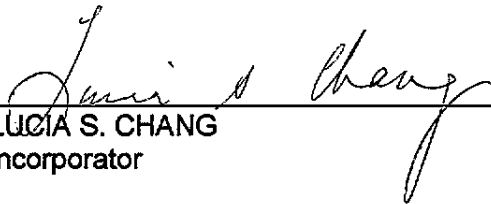
Name

Address

LUCIA S. CHANG


9811 S.W. 96 Street, Miami, FL 33176

The undersigned has executed these articles of incorporation on May 31, 2000.




LUCIA S. CHANG
Incorporator

WITNESSES:



JOHN G. ADMIRE
739 SAN ESTEBAN
CORAL GABLES, FL 33146



ROBERT O. ADMIRE
10014 SW 78 CT.
MIAMI, FL 33156

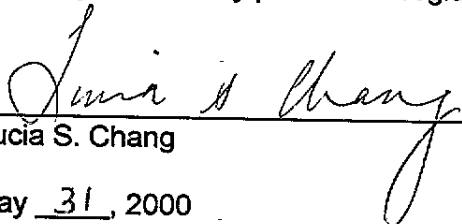
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the corporation is: RESEARCH ENGINEERING CONSULTANT, INC
2. The name and address of the registered agent and office is:

Lucia S. Chang
9811 S.W. 96 Street
Miami, Florida 33176

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



Lucia S. Chang
May 31, 2000

FILED
00 JUN 16 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA