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Attorneys & Counselors At Law

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BUSINESS LAW
CIVIL LITIGATION
ESTATE PLANNING
FAMILY LAW
REAL ESTATE
SECURITIES LITIGATION
and ARBITRATION

PO0000098373

October 30, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

SUBJECT: LTC Engineering Services, Inc.

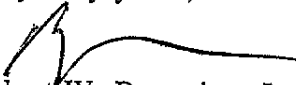
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Gentlemen:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation for the above corporation (changing its name to LTC Engineering Associates, Inc.) along with the \$ 35.00 filing fee.

Would you please stamp and return the copy to me following approval.

Very truly yours,


Robert W. Browning, Jr.

NC
11-9-00
BWS

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 NOV - 1 PM 4:36

FILED

CERTIFICATE

The undersigned, being the sole incorporator of LTC Engineering Services, Inc. (the "Corporation"), hereby certifies that no shares have been issued by the Corporation, that the undersigned, pursuant to Section 607.1005 of the Florida Statutes, has the authority to amend the Articles, that the Corporation wishes to change its name to LTC ENGINEERING ASSOCIATES, INC., and that the undersigned incorporator adopted the attached Amended and Restated Articles of Incorporation on October 30, 2000.



Robert W. Browning, Jr., Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
LTC ENGINEERING SERVICES , INC.

ARTICLE ONE. NAME

The name of the corporation is LTC ENGINEERING ASSOCIATES, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 4945 Fallcrest Circle, Sarasota, FL 34233.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 880, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
1800 Second St., Suite 880
Sarasota, Fl. 34236

ARTICLE NINE. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


The undersigned Incorporator has executed these Articles of Incorporation this 30th day of October, 2000.



ROBERT W. BROWNING, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30th day of October, 2000, by Robert W. Browning, Jr., who personally appeared before me and is personally known to me.



Notary Public

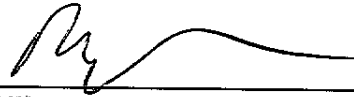


Laura Lee Dezelaki
My Commission CC923353
Expires May 22, 2004

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
LTC ENGINEERING ASSOCIATES, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 30, 2000



ROBERT W. BROWNING, JR.