

P0100000-11727
ZIMMET, UNICE, SALZMAN & FELDMAN, P.A.

Two Prestige Place
2650 McCormick Drive, Suite 100
Clearwater, Florida 33759

ELITA D. COBBS
DONNA J. FELDMAN
JOSEPH H. GRAVES
ROBERT E. HEYMAN
BRET T. JARDINE
ANDREW J. SALZMAN
T.R. UNICE, JR.
NICOLE E. WEISS
ALAN S. ZIMMET

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January 29, 2001

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

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

Re: Burcaw Geotechnical Group, Inc.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

ZIMMET, UNICE, SALZMAN & FELDMAN, P.A.


Jo Lynn Jorczak
Legal Assistant

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01 JAN 30 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vlj

Enclosures


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**ARTICLES OF INCORPORATION
FOR
BURCAW GEOTECHNICAL GROUP, INC.**

ARTICLE I - NAME

The name of this corporation shall be BURCAW GEOTECHNICAL GROUP, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Donna J. Feldman, Esquire. The street address of the initial registered office of the corporation for service of process shall be Zimmet, Unice, Salzman & Feldman, P.A., 2650 McCormick Drive, Suite 100, Clearwater, Florida 33759.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have two directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

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TALLAHASSEE, FLORIDA

Laurie Burcaw

10840 Sheldon Road
Tampa, FL 33626

David Faulkner

2768 Countryside Blvd., #4
Clearwater, FL 33761

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is:

Laurie Burcaw

10840 Sheldon Road
Tampa, FL 33626

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 10840 Sheldon Road, Tampa, FL 33626.. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of

indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

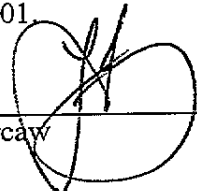
ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of January, 2001.



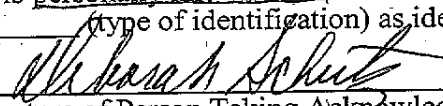
Laurie Burcaw

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23 day of January, 2001, by Laurie Burcaw, who is personally known to me or who has produced (type of identification) as identification.



Deborah A. Schultz
My Commission CC898665
Expires December 19, 2003



Signature of Person Taking Acknowledgment

(NOTARY SEAL)

Name of Acknowledger Typed, Printed or Stamped

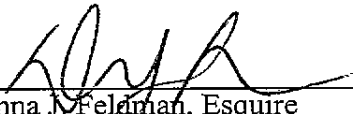
Notary Public, State of Florida

Notarial Serial Number

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Burcaw Geotechnical Group, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 25th day of January, 2001.

Zimmet, Unice, Salzman & Feldman, P.A.

By: 
Donna J. Feldman, Esquire
Zimmet, Unice, Salzman & Feldman, P.A.
2650 McCormick Drive, Suite 100
Clearwater, FL 33759
(727) 723-3772

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TALLAHASSEE, FLORIDA