

P01000097610

MCEWAN, MARTINEZ, LUFF, DUKES & RUFFIER, P.A.

JOHN S. McEWAN, II  
RAFAEL E. MARTINEZ  
H. DAVID LUFF  
THOMAS E. DUKES, III  
WILLIAM E. RUFFIER  
JENNIFER C. LESTER  
G. FRANKLIN BISHOP, III  
RUTH C. OSBORNE  
JAMES M. MILLER  
RICHARD L. BARRY  
R. FRANK MELTON, II

ATTORNEYS AND COUNSELORS AT LAW  
108 EAST CENTRAL BOULEVARD  
POST OFFICE BOX 753  
ORLANDO, FLORIDA 32802-0753

602 SOUTH MAIN STREET, SUITE F  
GAINESVILLE, FLORIDA 32601

ORLANDO  
Telephone (407) 423-8571  
FAX (407) 423-8637

GAINESVILLE  
Telephone (352) 378-5354  
FAX (352) 378-1061

REPLY TO: ORLANDO  
JMILLER@MMLDR.COM

October 2, 2001

Department of State  
Division of Corporations  
409 E. Gaines St.  
P. O. Box 6327  
Tallahassee, FL 32314

600004624896--3  
-10/05/01--01047--002  
\*\*\*\*131.25 \*\*\*\*87.50

Re: The Abbott Consulting Group, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Designation of and Acceptance of Registered Agent for a Florida Corporation. Please provide me a Certificate of Status and a certified copy of these Articles.

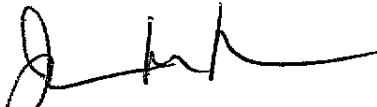
A check in the amount of \$131.25 is enclosed and represents payment for:

1.	Filing fee:	\$ 35.00
2.	Designation of Registered Agent	\$ 35.00
3.	Certified Copy	\$ 52.50
4.	Certificate of Status	\$ 8.75

TOTAL \$131.25

If there is any problem, please let me know immediately.

Very truly yours,

  
James M. Miller

JMM/pj  
Enclosure

FILED  
01 OCT -4 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-8-01  
W

**ARTICLES OF INCORPORATION**  
**FOR**  
**THE ABBOTT CONSULTING GROUP, INC.**

FILED  
01 OCT -4 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporated for the purposes of forming a for profit corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is The Abbott Consulting Group, Inc. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II - PRINCIPLE OFFICE**

The principle address of the Corporation shall be 1564 Sunshine Tree Boulevard, Longwood, Florida 32779.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The address of the Registered Agent in the State of Florida is 1564 Sunshine Tree Boulevard, Longwood, Florida, County of Seminole. The name of the Registered Agent at such address is Joseph W. Abbott.

**ARTICLE IV - CORPORATE PURPOSES, POWERS AND RIGHTS**

The general purpose for which this corporation is organized shall be

1. Engineering consulting services
2. Construction/Construction Management services
3. Consulting services and in/home sale business ventures
4. In furtherance of its corporate purposes, the corporation shall have all of the general and specific powers and rights granted to and conferred to a corporation by the Florida Business Corporation Act (FBCA).

## **ARTICLE V – CAPITAL STOCK**

The number of shares of Capital Stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") One Dollar (\$1.00) per par value per share.

## **ARTICLE VI – INCORPORATOR**

The name and mailing address of the Incorporator of this Corporation is as follows:

Joseph W. Abbott  
1564 Sunshine Tree Blvd.  
Longwood, FL 32779

## **ARTICLE VII – BOARD OF DIRECTORS**

The number of members of the Board of Directors may be increased or diminished from time to time by the By-Laws; provided, however there shall never be less than one (1).

1. Each Director shall serve until the next annual meeting of Shareholders.
2. If any vacancy occurs on the Board of Directors during a term, the remaining Directors by affirmative vote of a majority thereof, may select a Director to fill the vacancy until the next annual meeting of the Shareholders.
3. The name and mailing address for the persons who shall serve as the Directors of the Corporation until the first annual meeting of the Shareholders is as follows:

Joseph W. Abbott  
1564 Sunshine Tree Blvd.  
Longwood, FL 32779

## **ARTICLE VIII – OFFICERS**

The number of Officers may be increased or diminished from time to time by the By Laws; provided, however, there shall never be less than one (1).

1. Each officer shall serve until the next annual meeting of the Shareholders.
2. If any vacancy occurs in the Officers, during a term, the remaining Officers, by affirmative vote of a majority thereof, may elect an officer to fill the vacancy until the next annual meeting of Shareholders.
3. The names and mailing addresses of the persons who shall serve as officers of the Corporation until the first annual meeting of the Shareholders is as follows:

Joseph W. Abbott                      President, Secretary, Treasurer  
1564 Sunshine Tree Blvd.  
Longwood, FL 32779

#### **ARTICLE IX – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

#### **ARTICLE X – BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of this Corporation shall be vested in the Board of Directors or Shareholders, but the Board of Directors may not repeal or amend any By-Laws adopted by the Shareholders if the Shareholder specifically provide that such By-Law is not subject to amendment or repealed by the Board of Directors.

#### **ARTICLE XI – INDEMNIFICATION**


The Corporation shall indemnify any Incorporator, Officer or Director or any former Incorporator, Officer or Director to the full extent permitted by law.

## ARTICLE XII – TRANSFER OF SHARES

If, from time to time a Shareholder's Agreement among all the Shareholders of the Corporation is in effect regarding the Subchapter "S" status of the Corporation, pursuant to the Internal Revenue Code of the United States in effect from time to time than transfer of the Corporation's Common Stock made not in accordance with such agreement whether by operation or law or otherwise are null and void ab initio.

The undersigned, for the purposes of forming a Corporation under the Laws of the State of Florida does, make, file, and record this Articles of Incorporation, and does certify to the facts herein are true, and that I have accordingly hereinto set my hand in seal.

Dated at Longwood, Seminole County, Florida, this 5 day of September, 2001.

  
JOSEPH W. ABBOTT  
Incorporator

## DESIGNATION OF AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Fla. Stat. §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:

THE ABBOTT CONSULTING GROUP, INC.

2. The name of the registered agent:

Joseph W. Abbott

3. The address of the registered agent/registered office is:

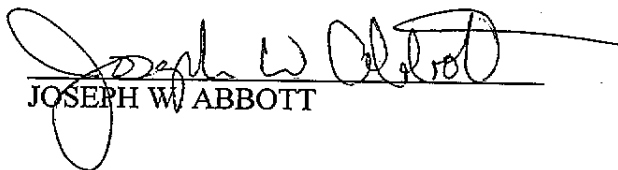
Joseph W. Abbott  
1564 Sunshine Tree Blvd.  
Longwood, FL 32779

FILED  
01 OCT -4 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACKNOWLEDGEMENT

Having been named as Registered Agent and designated to accept service of process for the Corporation, I hereby accept to the appointment of 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.

Dated this 5th day of September, 2001.

  
JOSEPH W ABBOTT