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GOVERNMENTAL TAKINGS CONSULTANTS, INC.

P.O Box 1529
Tampa, FL 33601

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 31, 2002

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*****91.50 *****87.50

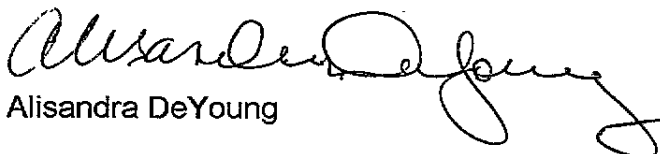
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

To Whom it May Concern:

Please find enclosed for filing an original and a copy of the Articles of Incorporation for Governmental Takings Consultants, Inc. Please also find enclosed a check in the amount of \$91.50. Please then forward to me the certified copy and the certificate of status. A self addressed return envelope is attached for your convenience.

Thank you for your assistance. If there are any questions, please call me at (813)335-1540.

Sincerely,


Alisandra DeYoung

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
GOVERNMENTAL TAKING CONSULTANTS, INC.**

In compliance with Chapter 607, Florida Statutes, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLES I NAME.

The name of the Corporation shall be:

Governmental Taking Consultants, Inc.

ARTICLES II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation shall be:

Post Office Box 1529
Tampa, Florida 33601

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is:

Condemnation Analysis Services.

ARTICLE IV. SHARES.

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights, with each share entitling its holder to one vote. Holders of common shares shall be entitled to receive the net assets of the corporation upon dissolution. The Corporation is entitled to issue One Thousand (1000) common shares. Such shares of the Corporation shall have a par value of one-half dollar (\$.50) per share.

ARTICLE V. INITIAL BOARD OF DIRECTORS.

The number of Directors constituting the Board of Directors is one. The number of Directors may be increased or decreased in accordance with the bylaws but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

M. Alisandra DeYoung - Post Office Box 1529, Tampa, Florida 33601

ARTICLE VI. REGISTERED AGENT.

The **name and Florida street address** of the registered agent is:

C.T. Corporation Systems
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VII. INCORPORATORS.

The name and address of the Incorporator to these Articles of Incorporation:

M. Alisandra DeYoung
Post Office Box 1529
Tampa, Florida 33601

ARTICLE VIII. AMENDMENT.

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

ARTICLE IX. INDEMNIFICATION.

The Corporation shall Indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

ARTICLE X. PREEMPTIVE.

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XI. SHARE TRANSFER RESTRICTIONS.

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment to the Corporation of the par value of each share of stock:

Shareholder	Number of Shares
M. Alisandra DeYoung	4

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII. RIGHTS OF INITIAL DIRECTORS.

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as the Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE XIII. BYLAWS.

The power to adopt, alter, amend and repeal the bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

PETER F. SOUZA
ASSISTANT SECRETARY

Signature/Registered Agent

Date

Signature/Incorporator

Date

Signature/Incorporator

Date