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TRANSMITTAL LETTER

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

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-06/24/02--01083--008
*****78.75 *****78.75

SUBJECT: COVINGTON & CLEM ENGINEERS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: WHEELER & TRAVISS, P.A.
Name (Printed or typed)

P.O. Box 1396
Address

WINTER HAVEN FL 33882-1396
City, State & Zip

863-294-7461
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 JUN 24 PM 4: 24

FILED

NOTE: Please provide the original and one copy of the articles.

W02/8549

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D. WHITE JUN 25 2002

ARTICLES OF INCORPORATION
OF
COVINGTON & CLEM ENGINEERS, INC.

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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 the Corporation ("Corporation") is COVINGTON & CLEM ENGINEERS, INC.

ARTICLE II

The existence of the Corporation shall begin upon filing with the Florida Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 12 Eagle Avenue, Eagle Lake, FL 33839. The mailing address is PO Box 1500, Eagle Lake, FL 33839.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000 par value \$.01 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 12 Eagle Avenue, Eagle Lake, FL 33839. The initial registered agent for the Corporation at that address is ROBERT OWEN COVINGTON.

ARTICLE VI

The initial board of directors shall consist of three members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
ROBERT OWEN COVINGTON	12 Eagle Avenue, Eagle Lake, FL 33839
KAY CHARLES CLEM	12 Eagle Avenue, Eagle Lake, FL 33839
WALDA COVINGTON	12 Eagle Avenue, Eagle Lake, FL 33839

ARTICLE VII

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

Name	Address
ROBERT OWEN COVINGTON	12 Eagle Avenue, Eagle Lake, FL 33839

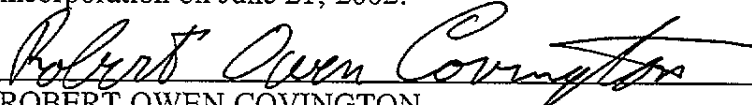
ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX. AMENDMENT

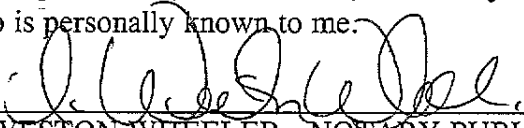
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

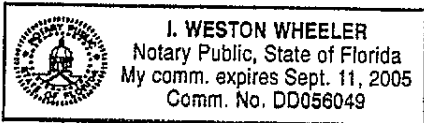
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on June 21, 2002.


ROBERT OWEN COVINGTON

STATE OF FLORIDA
COUNTY OF POLK


The foregoing instrument was sworn to and subscribed before me this 21st day of June, 2002 by ROBERT OWEN COVINGTON, who is personally known to me.


I. WESTON WHEELER, NOTARY PUBLIC
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COVINGTON & CLEM ENGINEERS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).


ROBERT OWEN COVINGTON
Date: June 21, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA