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O'BAKER & COMPANY

Accountants and Tax Consultants

2250 Lucien Way, Suite 120 • Maitland, Florida 32751-7014 • Phone 407.339.1210 • Fax 407.339.4205

July 26, 2002

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

200006754862--6
-07/30/02-01025--003
*****78.75 *****78.75

Re: **Site Engineering & Planning, Inc.**

Dear Sir or Madam:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Registered Agent.

Please return all correspondence concerning this matter to the following:

**Shelley B. O'Baker
O'Baker & Company
2250 Lucien Way, Suite 120
Maitland, Florida 32751**

Should you have any questions, please do not hesitate to call this office at 407-339-1210.

Yours very truly,

O'BAKER & COMPANY



Clyde E. O'Baker, President

CEO/mmm
Enclosures
cc: Site Engineering & Planning, Inc.

FILED
2002 JUL 30 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/31/02

**ARTICLES OF INCORPORATION
OF
SITE ENGINEERING & PLANNING, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of the corporation is: **Site Engineering & Planning, Inc.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as

nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address and mailing address of the initial registered office of this corporation is: 550 North Bumby Avenue, Suite 145, Orlando, Florida 32803-4927. The name of the initial registered agent of this corporation at that address is: Montje S. Plank.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Montje S. Plank, 550 North Bumby Avenue, Suite 145, Orlando, Florida 32803-4927.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Montje S. Plank, 550 North Bumby Avenue, Suite 145, Orlando, Florida 32803-4927.

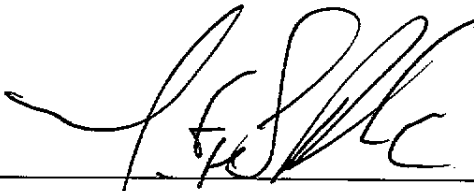
Article IX - Initial Officer

The name and address of initial officer shall be: Montje S. Plank, 550 North Bumby Avenue, Suite 145, Orlando, Florida 32803-4927 - President/Treasurer/Secretary.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 26th day of July, A.D., 2002.




Montje S. Plank - Incorporator

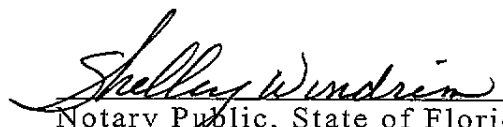
STATE OF FLORIDA

COUNTY OF SEMINOLE :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Montje S. Plank**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.


Montje S. Plank
Form I.D. Driver's License
I.D. # 7452-557-51-339-0
Expiration 9-19-07

SWORN and SUBSCRIBED to before me this 26th day
of July, A.D., 2002.


Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)

SHELLEY WINDRIM
Notary Public, State of Florida
My comm. exp. July 11, 2004
Comm. No. DD 065433

State of Florida
Department of State

FILED

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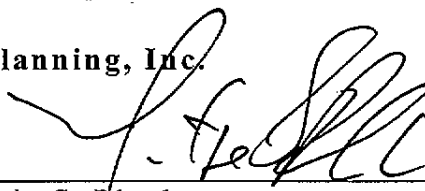
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following is submitted in compliance with Section
48.091, Florida Statutes.

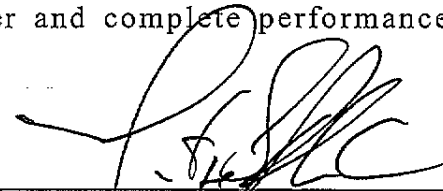
Site Engineering & Planning, Inc., a corporation organized under the
laws of the State of Florida, with its principal office at: 550 North
Bumby Avenue, Suite 145, Orlando, Florida 32803-4927, has named
Montje S. Plank, at that address, as its Agent to accept service of
process within this State.

Site Engineering & Planning, Inc.

BY: 
Montje S. Plank
Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place in this certificate, I hereby 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.


Montje S. Plank
Registered Agent