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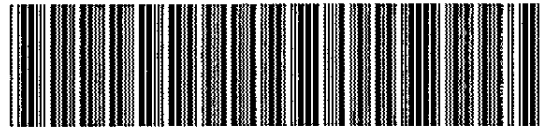
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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**BARTLETT & DEAL, P.A.**

ATTORNEYS AT LAW

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October 31, 2002

**VIA FEDERAL EXPRESS**

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

Re: DBE Engineering, Inc.

Dear Sir or Madam:

Enclosed please find the original and one of the Articles of Organization for the above-referenced corporation, along with our firm trust account check for the filing fee of \$78.75 payable to the Secretary of State

Please file and return a certified copy of the Articles to our office via overnight delivery using the enclosed Federal Express package and prepaid airbill. Please call if you have any questions, and thank you for your attention to this matter.

Sincerely,

BARTLETT & DEAL, P.A.

  
Nancy Buchanan  
Paralegal for the Firm

Enclosures

ARTICLES OF INCORPORATION  
OF  
DBE ENGINEERING, INC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation of a corporation for profit.

ARTICLE I  
Name and Principal Address

The name and principal address of the corporation shall be: DBE Engineering, Inc., 2823 St. Johns Bluff Road South, Jacksonville, Florida 32246. The mailing address is the same.

ARTICLE II  
Duration

This corporation shall have perpetual existence.

ARTICLE III  
Purpose

The general nature of the business to be transacted by this corporation is as follows: To do all things which are authorized to be done by corporations organized under the laws of the State of Florida.

**ARTICLE IV**  
**Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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

**ARTICLE VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 135 Professional Drive, Suite 101, Ponte Vedra Beach, FL 32082 and the name of the initial registered agent of this corporation at that address is D. Randall Briley.

**ARTICLE VII**  
**Initial Board of Directors**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial board of directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Steven E. Ferro	2823 St. Johns Bluff Road South Jacksonville, FL 32246
Judson A. Walker	2823 St. Johns Bluff Road South Jacksonville, FL 32246
Rodney E. Wilhoit	2823 St. Johns Bluff Road South Jacksonville, FL 32246

**ARTICLE VIII**  
**Officers**

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Steven E. Ferro	President	2823 St. Johns Bluff Road South Jacksonville, FL 32246

Judson A. Walker	Vice President	2823 St. Johns Bluff Road South Jacksonville, FL 32246
Rodney E. Wilhoit	Secretary Treasurer	2823 St. Johns Bluff Road South Jacksonville, FL 32246

#### ARTICLE IX Subscriber

The name and street address of the subscriber to these articles of incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
D. Randall Briley	135 Professional Drive, Suite 101 Ponte Vedra Beach, FL 32082

#### ARTICLE X Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any

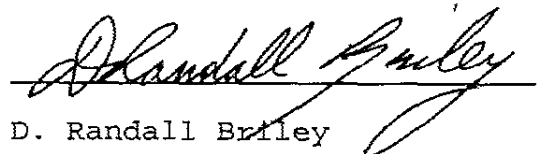
amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XII**  
**Corporation Business**

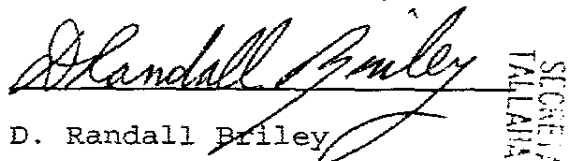
The business of this corporation shall be conducted by a President, one (1) or more Vice-presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock

certificates; provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand and seal this 31 day of October, 2002.

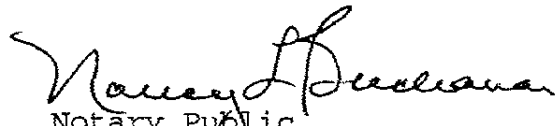
  
D. Randall Briley

I hereby accept the designation of registered agent for the above-mentioned corporation at the above-mentioned address, city, and state.

  
D. Randall Briley

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by D. Randall Briley, who is personally known to me and/or who has produced N/A as identification and who did/did not take an oath, this 31 day of October, 2002.

  
Notary Public  
Printed Name:  
My Commission Expires:



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02 NOV -1 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA