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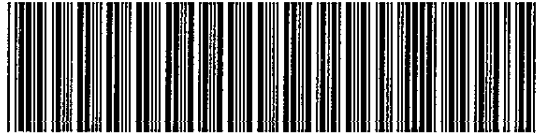
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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ACCOUNT NO. : 072100000032

REFERENCE : 882457 7158500

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 78.75

ORDER DATE : January 7, 2003

ORDER TIME : 11:17 AM

ORDER NO. : 882457-005

CUSTOMER NO: 7158500

CUSTOMER: Vincent J. Whibbs, Esq
Whibbs Whibbs & Johnson, P.a.

105 East Gregory Street

Pensacola, FL 32501

DOMESTIC FILING

NAME: CALDWELL ASSOCIATES
ARCHITECTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

RESUBMIT

Please give original
submission date as file date.

January 7, 2003

CSC

SUBJECT: CALDWELL ASSOCIATES ARCHITECTS, INC.
Ref. Number: W03000000500

We have received your document for CALDWELL ASSOCIATES ARCHITECTS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CALDWELL ASSOCIATES ARCHITECTS, INC.

The undersigned subscriber to these Articles of Incorporation, being duly licensed as an architect under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I
NAME**

The name of the professional service corporation is **CALDWELL ASSOCIATES ARCHITECTS, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 116 North Tarragona Street, Pensacola, Florida 32501.

**ARTICLE III
PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of architecture. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional service.

**ARTICLE IV
TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE V
CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$10.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice architecture in the state of Florida.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 105 East Gregory Square, Pensacola, Florida 32501. The name of the initial registered agent at that address is Vincent J. Whibbs, Jr.

**ARTICLE VII
Board of Directors**

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member(s). The name(s) and address(es) of the member(s) of the first Board of Directors are:

NAME	ADDRESS
H. Miller Caldwell, Jr.	107 Shoreline Drive Gulf Breeze, Florida 32561

**ARTICLE VIII
SUBSCRIBER(S)**

The name(s) and address(es) of the person(s) signing these Articles of Incorporation as subscriber(s) are:

H. Miller Caldwell, Jr.	107 Shoreline Drive Gulf Breeze, Florida 32561
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**ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES**

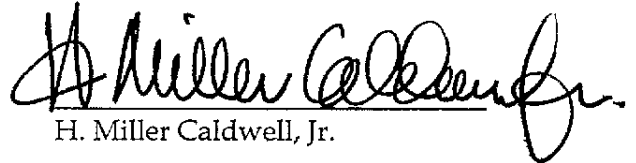
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice architecture in the state of Florida, is elected

to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X 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.

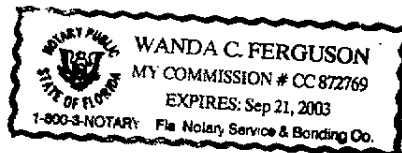
IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation on this 31 day of December, 2002.


H. Miller Caldwell, Jr.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing Articles of Incorporation were acknowledged before me on this 31st day of December, 2002 by H. Miller Caldwell, Jr.

DL# C434-373-50-219-0




Notary Public-State of Florida

**CERTIFICATE OF DESIGNATION OF RESIDENT
AGENT/REGISTERED OFFICE**

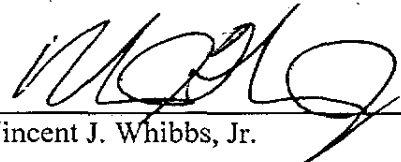
Pursuant to the provision of Section 607.0501 or 617.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the Corporation is: **CALDWELL ASSOCIATES ARCHITECTS, INC.**
2. The name and address of the registered agent and office is:

Vincent J. Whibbs, Jr.
105 East Gregory Square
Pensacola, Florida 32501

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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 7th day of January, 2003.



Vincent J. Whibbs, Jr.

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