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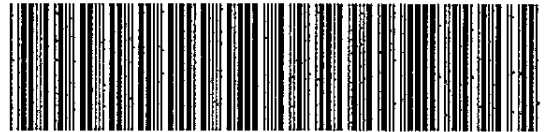
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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APPROVED
AND
FILED
05 JAN 31 PM 3:08
CLERK OF STATE
TOLSON, MISSOURI

GILE

David M. Gile

January 27, 2005

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

Subject: GHEELAY CORPORATION

Dear Madam or Sir:

Enclosed are the following items:

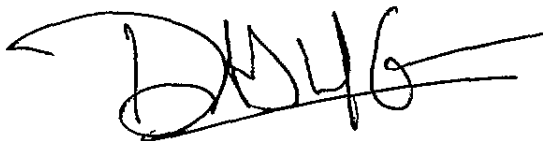
- One duly executed original copy of the Articles of Incorporation for the subject corporation.
- One photocopy of the duly executed Articles of Incorporation for the subject corporation.
- One personal check in the amount of \$87.50, made payable to the Florida Department of State.

Please process and file the enclosed Articles of Incorporation and return a Certified Copy and Certified Certificate of Status for the subject corporation to the Registered Agent at the following address:

Registered Agent / President: David M. Gile
1701 Sheridan Street
Jacksonville, Florida 32207
(904) 307-1345

Please contact me at the above telephone number with any questions regarding the enclosed submittal.

Sincerely,



David M. Gile
President, Gheelay Corporation

**ARTICLES OF INCORPORATION
OF
GHEELAY CORPORATION**

APPROVED
AND
FILED
05 JAN 31 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and delivers these Articles for the purpose of becoming a corporation for profit under the laws of the State of Florida under and pursuant to the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be: **GHEELAY CORPORATION**

ARTICLE II.

The principal place of business for the above-named corporation shall be located at the following street address:
1701 Sheridan Street, Jacksonville, Florida 32207

ARTICLE III.

The corporation shall have perpetual existence. The general nature of the businesses to be transacted by the corporation shall be as follows:

- (1) To engage in every phase and aspect of professional engineering, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to render those services.
- (2) This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida and any other state or country not prohibited by the Florida Professional Service Corporation Act.
- (3) To buy, sell, and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein.

- (4) To buy, sell, and otherwise dispose of, hold, own, manufacture, produce, export, import, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent.
- (5) To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, public or private, domestic or foreign, and of municipal and governmental subdivisions, agencies, and authorities, and investment securities and chooses in action generally; with power to issue its own securities in exchange therefore to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation, or enhancement in value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon.
- (6) Without limit as to amount, to borrow money for the purposes of the corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants, and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the corporation from time to time for any of its objectives and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust, or otherwise.
- (7) To aid by loan, subsidy, guaranty, or in any manner, any corporation, firm, syndicate, association or individual to the extent the Board of Directors deems advisable to promote the business, interests and purposes of the corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any such acts or things designed to accomplish any such purpose.
- (8) To employ its surplus earnings or accumulated profits from time to time as its Directors may determine, to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Directors may from time to time determine, the stocks, bonds, debentures or other securities of the corporation, to the extent permitted by law.

- (9) To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the corporation, including but not limited to arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions.
- (10) To have one or more offices, and to carry on its operations and to transact its business and promote its objectives and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers herein set forth.
- (11) In general, and in connection with the foregoing, the corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objectives, powers and purposes herein specified shall not be held to limit or restrict in any manner the objectives, powers and purposes of the corporation, and that the objectives, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objectives.

ARTICLE IV.

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares having \$0.01 par value per share. The Directors may, from time to time, by Bylaw, provision or written agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit. The stockholders shall have no preemptive right with respect to the capital stock or securities of the corporation, and the corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures and other securities convertible into stock of the corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the stockholders that are holding shares of its capital stock.

ARTICLE V.

This corporation shall have one (1) Director initially. The name, title, and mailing address of the initial Director of this corporation shall be as follows:

Name: David M. Gile	Address: 1701 Sheridan Street
Title: President/Director	Jacksonville, Florida 32207

The following specific provisions are made regarding the Board of Directors of this corporation:

- (1) The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never number less than one (1).
- (2) Subject to the provisions of the Bylaws and these Articles of Incorporations, Directors shall hold office until such time as their successors are qualified and elected.
- (3) The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which compensation shall be paid. Any Directors of this corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.
- (4) The Board of Directors is hereby specifically authorized to make provision for indemnification of Directors, Officers, employees and agents to the full extent permitted by law.

ARTICLE VI.

The name and street address of the initial Registered Agent for this corporation shall be as follows:

Name: David M. Gile	Address: 1701 Sheridan Street
Title: Registered Agent	Jacksonville, Florida 32207

ARTICLE VII.

The name and mailing address of the Incorporator for this corporation shall be as follows:

Name: David M. Gile	Address: 1701 Sheridan Street
Title: Incorporator	Jacksonville, Florida 32207

ARTICLE VIII.


In furtherance and not in limitation of the powers conferred by the State of Florida, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

- (1) Subject to any restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be expressly conferred upon or reserved by the shareholders, either by statute or by the Bylaws.
- (2) The initial Bylaws of this corporation shall be adopted by the Director. Bylaws shall be adopted, altered, amended or repealed from time to time by the either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Board of Directors.
- (3) The corporation shall have such Officers as from time to time may be provided in the Bylaws and such Officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors, subject to the Bylaws.
- (4) The following specific provisions are made to define the rights of the Directors and Officers to do business with the corporation and the limitations thereof:
 - (a) In the absence of fraud, no Director or Officer of this corporation shall be disqualified from dealing or contracting with this corporation either as vendor, purchaser or otherwise.
 - (b) In the absence of fraud, no contract, transaction or act of this corporation will be void or voidable or affected by the fact of any interest of any Director or Officer in such contract, transaction or act.
 - (c) In the absence of fraud, no contract, transaction or act of this corporation will be void or voidable or affected by the fact of any affiliation of any Director or Officer with any party having interest in such contract, transaction or act, said parties including:
 - (i) Any other firm of which any such Director or Officer is a member or employee.
 - (ii) Any other corporation of which any such Director or Officer is an officer, director, employee, or shareholder.

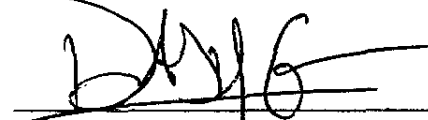
- (d) No Director or Officer shall be liable to this corporation or any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act.
- (e) These provisions remain in force whether or not any such contract, transaction or act is adverse to the interest of this corporation, even though the vote of such Director(s) or Officer(s) shall have been necessary to obligate this corporation upon such contract, transaction or act.
- (5) This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator, for the purpose of forming this corporation under the laws of the State of Florida, as a voluntary act and deed, hereby makes, subscribes, executes, acknowledges, and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true, all on this 27 day of January, 2005.

INCORPORATOR:


Signature (David M. Gile) 1/27/05
Date

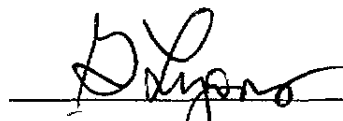
REGISTERED AGENT:


Signature (David M. Gile) 1/27/05
Date

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared this day, David M. Gile, the party to the foregoing Articles of Incorporation, who produced appropriate identification as prescribed by law and is thereby known to me to be the individual described in and who executed the foregoing Articles of Incorporation by his signatures above.

WITNESS my hand and official seal on this 27 day of January, 2005.


Signature of Notary Public

