

Jan. 6. 2006 11:43AM
DIVISION OF CORPORATIONS

Porges, Hamlin Lakewood Ranch

No. 0290 P. 1
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FLORIDA PROFIT/NON PROFIT CORPORATION

PROFESSIONAL ENGINEERING & DESIGN, INC.

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**ARTICLES OF INCORPORATION
OF
PROFESSIONAL ENGINEERING & DESIGN, INC.**

ARTICLE I. NAME

The name of this corporation shall be PROFESSIONAL ENGINEERING & DESIGN, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 915 29th Avenue West, Bradenton, Florida 34205.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the

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total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 915 29th Avenue West, Bradenton, Florida 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: FRED C. JONES.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: FRED C. JONES, 915 29th Avenue West, Bradenton, Florida 34205.

ARTICLE X. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a majority or greater than fifty percent (50%) vote.

4 IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this day of January, 2006.


FRED C. JONES, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PROFESSIONAL ENGINEERING & DESIGN, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (2004), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 4 day of January, 2006.


FRED C. JONES, Registered Agent