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JEFFREY J. JEWITT P.E., P.A.

623 Bayside Drive • Fort Myers, FL 33919 • PH/FAX (941) 432-1550

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS OF

JEFFREY J. JEWITT P.E., P.A.

The meeting was held at 623 bayside Dr., Fort Myers, Florida on the 30th day of December 1995 at 9:00 o'clock A.M.

The following were present: Jeffrey J. Jewitt
Mary A. Jewitt

One of the directors called the meeting to order. Upon motion duly made, seconded and carried Jeffrey J. Jewitt, P.E. was duly elected chairman of the meeting and Mary A. Jewitt was duly elected secretary thereof. They accepted their respective offices and proceeded with the discharge of their duties.

A written waiver of notice of this meeting signed by the directors was submitted, read by and secretary and ordered appended to these minutes.

The chairman states that the election of officers was then in order.

The following were duly nominated and, a vote having been taken, were unanimously elected officers of the corporation to serve for one year and until their successors are elected and qualified.

President:	<u>Jeffrey J. Jewitt, P.E.</u>
Vice President:	<u>Mary A. Jewitt</u>
Secretary:	<u>Mary A. Jewitt</u>
Treasurer:	<u>Jeffrey. J. Jewitt, P.E.</u>

The president and secretary thereupon assumed their respective offices in place and stead of the temporary chairman and the temporary secretary.

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MEETING MINUTES

DECEMBER 30, 1995
623 BAYSIDE DR.
FORT MYERS, FLORIDA

The meeting was called to order by Jeffrey J. Jewitt for the business of selling of shares of the corporation: JEFFREY J. JEWITT, P.E.

The following was discussed and voted and passed:

I, Jeffrey J. Jewitt President of the company elects to sell 51% of shares in corporation to party, Mary A. Jewitt for the sum of \$10.00 and elect to vote in:

Mary A. Jewitt

623 Bayside Drive

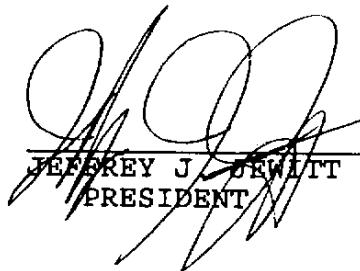
Fort Myers, Florida, 33919

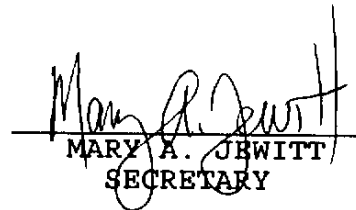
on December 30, 1995 for officers

of said company.

New officers:

President:	<u>Jeffrey J. Jewitt, P.E.</u>
Vice President:	<u>Mary A. Jewitt</u>
Secretary:	<u>Mary A. Jewitt</u>
Treasurer:	<u>Jeffrey J. Jewitt, P.E.</u>

 4/26/96
JEFFREY J. JEWITT P.E.
PRESIDENT


MARY A. JEWITT
SECRETARY

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LETTER OF NOTICE OF MEETING

TO: JEFFREY J. JEWITT
MARY A. JEWITT

ADDRESS: 623 BAYSIDE DRIVE
FORT MYERS, FLORIDA

**PURPOSE OF
MEETING:** SELLING OF SHARES OF STOCK

DATE: DECEMBER 30, 1995