

P95000004113

Mahon & Farley, P.A.

ATTORNEYS AT LAW

April 1, 1997

LACY MAHON
(1991-1998)
HARRY B. MAHON**
JOSEPH S. FARLEY, JR.*

*CERTIFIED FAMILY MEDIATOR
*CERTIFIED CIRCUIT MEDIATOR

350 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE
(904) 354-4300
FACSIMILE
(904) 354-4658

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

100002132201--0
-04/03/97--01023--005
*****35.00 *****35.00

Re: Mark S. Chambers, Inc.

Gentlemen:

Please find enclosed original and one copy of Amended Articles of Incorporation of MSC-REC, Inc. changing the corporate name to Mark S. Chambers, Inc., together with original Certificate and our check in the amount of \$35.00 to cover the filing fee.

After filing please return to the undersigned a certified copy of the Amended Articles. Please contact me should you have any questions.

Sincerely,

MAHON & FARLEY, P.A.

Joseph S. Farley, Jr.
JOSEPH S. FARLEY, JR.

JSFjr/mag

Enclosures

cc-Mr. Mark S. Chambers

~~WFF-1990~~

SECRET
TALLAHASSEE, FLORIDA

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FILED

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Post.
& NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1997

Joseph S. Farley, Jr.
Mahon & Farley, P.A.
350 E. Adams St.
Jacksonville, FL 32202

SUBJECT: MSC-REC, INC.
Ref. Number: P9500004113

We have received your document for MSC-REC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 597A00017304

Mahon & Farley, P.A.

ATTORNEYS AT LAW

April 11, 1997

LACY MAHON
(1891-1968)
HARRY B. MAHON**
JOSEPH S. FARLEY, JR.*

*CERTIFIED FAMILY MEDIATOR
*CERTIFIED CIRCUIT MEDIATOR

350 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE
(904) 354-4300
FACSIMILE
(904) 354-4658

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

Re: Mark S. Chambers, Inc.

Gentlemen:

Please find enclosed copy of your April 7 correspondence and original and one copy of Restated Articles of Incorporation of MSC-REC, Inc. changing the corporate name to Mark S. Chambers, Inc., together with original Certificate. Pursuant to telephone advice with your office, I have added to the last paragraph the fact that the Incorporator is also the sole stockholder of the corporation.

After filing please return to the undersigned a certified copy of the Amended Articles. Please contact me should you have any questions.

Sincerely,

MAHON & FARLEY, P.A.


JOSEPH S. FARLEY, JR.

JSFjr/mag

Enclosures

RESTATED ARTICLES OF INCORPORATION

OF

MSC-rec, INC.

The undersigned Subscriber to these Articles Incorporation, a natural person competent to contract, hereby files these Restated Articles of Incorporation for the purpose of restating and amending the corporate name under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is hereby restated as MARK S. CHAMBERS, INC.

ARTICLE II

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in providing surveying, planning, training and consulting regarding environmental matters and any activity or business permitted under the laws of the United States and of the State of Florida. The Corporation may, however, also invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments and may own real or personal property necessary for the rendering of professional services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 900 shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital which this Corporation will begin business with is \$900.00.

ARTICLE V

TERMS OF EXISTENCE

This Corporation is to exist perpetually.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 15 PM 3:59

FILED

ARTICLE VI

EFFECTIVE DATE

These Amended Articles of Incorporation shall be effective on January 7, 1997.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The initial street address in the State of Florida of the initial registered office of the proposed corporation is 4161 Carmichael Avenue, Suite 202, Jacksonville, FL 32207.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4161 Carmichael Avenue, Suite 202, Jacksonville, FL 32207, and the name of the initial Registered Agent of this Corporation at the address is MARK S. CHAMBERS, whose street address is 4161 Carmichael Avenue, Suite 202, Jacksonville, FL 32207.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Director of this Corporation is:

MARK S. CHAMBERS	4161 Carmichael Avenue, #202 Jacksonville, FL 32207
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ARTICLE X

INCORPORATOR

The name and address of the person signing these Amended Articles is MARK S. CHAMBERS, 4161 Carmichael Avenue, #202, Jacksonville, FL 32207.

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be vested to the following person and in the amount set opposite their names:

MARK S. CHAMBERS 900 Shares

Shares held by the Stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Stockholders or to this Corporation. The price and terms and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Stockholders and this Corporation.

ARTICLE XIII

STOCKHOLDER QUORUM AND VOTING

Fifty (50) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Stockholders.

If a quorum is present, the affirmative vote of fifty-one (51) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Stockholders.

ARTICLE XIV

STOCKHOLDERS' MEETING REQUIRED

Any action of the Stockholders of this Corporation must be taken at a meeting of Stockholders of this Corporation duly called as provided by law.

ARTICLE XV

MANAGEMENT OF CORPORATION BY STOCKHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this Corpora-

tion shall be managed under the direction of the Stockholders of this Corporation.

ARTICLE XVI

DIVIDENDS

Dividends may be paid to Stockholders (only out of the unreserved and unrestricted earned surplus of the Corporation).

ARTICLE XVII

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber and sole Stockholder restates these Articles of Incorporation and has executed these Restated Articles of Incorporation this 14th day of April, 1997.

MARK S. CHAMBERS, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of April, 1997, by MARK S. CHAMBERS, who is personally known to me or who produced his as identification and who did ~~(did not)~~ take an oath.



Margo A. Geitz
NOTARY PUBLIC
State of Florida at large
Commission No. _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT MARK S. CHAMBERS, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Jacksonville,
(CITY)

STATE OF Florida, HAS NAMED MARK S. CHAMBERS,
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 4161 Carmichael Avenue, #202, Jacksonville, Florida 32207,
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Jacksonville, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 

(CORPORATE OFFICER)

TITLE President

DATE March 31, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

(RESIDENT AGENT)

MARK S. CHAMBERS

DATE March 31, 1997