

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

P95000013780
800-142-8086

ACCOUNT NO. : 072100000032

REFERENCE : 544964 4133D

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 122.50

ORDER DATE : February 17, 1995

ORDER TIME : 10:11 AM

ORDER NO. : 544964

300001409133

CUSTOMER NO: 4133D

CUSTOMER: Ms. Lori Weiss
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
19th Floor
200 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

P95000013780

NAME: H & P ENGINEERING SERVICES,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

jm
2-17-95
C2/A

RECEIVED
95 FEB 17 AM 11:20
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
FILED
95 FEB 17 PM 1:56
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
H & P ENGINEERING SERVICES, INC.

FILED
95 FEB 17 PM 1:58
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is H & P Engineering Services, Inc. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 425 S.W. 11th Avenue, Fort Lauderdale, Florida 33312.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Peter L. Desiderio	200 East Broward Blvd. Suite 1900 Ft. Lauderdale, FL 33301

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Wolfgang Hantz	Markgrafenster 93 7GAA5 Freiburg Germany

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Peter L. Desiderio

Address

200 East Broward Blvd.
Suite 1900
Ft. Lauderdale, FL 33301

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.


ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT


The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 16th day of February, 1995.


Peter L. Desiderio,
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.


Peter L. Desiderio,
Registered Agent

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA