

P95000017086

GILLEN & ROBINSON, P. A.
ATTORNEYS AT LAW

1800 N. ORANGE AVENUE
SUITE 800
P.O. BOX 2850
ORLANDO, FLORIDA 32802

TELEPHONE
(407) 425-3801
FACSIMILE
(407) 441-8171

RECEIVED
MAR 1 1995
TALLAHASSEE, FLORIDA

February 27, 1995

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

53 MAR -1 AM 8:55

Re: Incorporation of R.D. Ghioto & Associates, Inc.

Dear Sir/Madam:

Pursuant to the incorporation of R.D. Ghioto & Associates, Inc., enclosed are the following:

1. Original and one (1) copy of fully executed Articles of Incorporation of TechTalent, Inc.;
2. Check no. 2930 in the amount of \$122.50 to cover the following items:

(a) Filing Fees	\$35.00
(b) Certified Copy of Articles	\$52.50
(c) Registered Agent Designation	<u>\$35.00</u>

TOTAL \$122.50

3. Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned.

Very truly yours,

Cat L. Brower 3/2/95

Cat L. Brower
Legal Assistant to
Bradley J. Davis

[Signature]

:cb
Enclosures

#1.BJD\forms\sec.st

ARTICLES OF INCORPORATION
OF
R.D. GHIOTO & ASSOCIATES, INC.

RECEIVED
SECRETARY OF STATE
JAN 11 1961
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is R.D. Ghioto & Associates, Inc.

The principal place of business and the mailing address is 7548 Municipal Drive, Orlando, FL 32819.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$.10 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

Rodney D. Ghioto
7548 Municipal Drive
Orlando, FL 32819

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The name and address of the initial directors of this corporation are:

Rodney D. Ghioto
7548 Municipal Drive
Orlando, FL 32819

Lynne M. Ghioto
7548 Municipal Drive
Orlando, FL 32819

ARTICLE VII

INCORPORATOR

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

Rodney D. Ghioto
7548 Municipal Drive
Orlando, FL 32819

ARTICLE VIII

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE IX

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

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 vote.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV

PRE-EMPTIVE RIGHTS

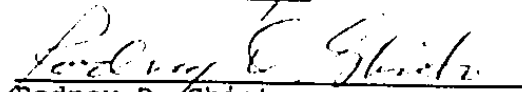
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the 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 pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him or her to exercise his or her pre-emptive 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 XVI

EFFECTIVE DATE OF INCORPORATION

This corporation shall be deemed to have come into existence on March 1, 1995.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of February, 1995.


Rodney D. Ghioto
Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (1993).


Rodney D. Ghioto
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of February, 1995, by RODNEY D. GHIOTO who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires: 6/29/97



MARGARET K. MURPHY
My Commission CG208640
Expires Jun 29, 1997
Bonded by HAI
800-422-1063

Margaret K. Murphy
NOTARY PUBLIC

Name: Margaret K. Murphy

Address: 8112 Wellcome Circle
Orlando, Fl 32835



GHIOTO & ASSOCIATES
Water Resources and Civil Engineering

Rodney D. Ghioto, P.E.
President

July 14, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Subject: Change of Address, R. D. Ghioto & Associates, Inc.
Document #P95000017086

Dear Sir or Madam:

As per instructions received over the telephone today, I am writing to inform you of our office's relocation. Our previous street address was 7548 Municipal Drive, Orlando, FL 32819. Our street address as of June 30, 1997 changed to: 1807 Edgewater Drive, Orlando, FL 32804-5824. Also, our Mailing address (previously P.O. Box 690758; Orl, FL 32869-0758) changed to P.O. Box 540115, Orlando, FL 32854-0115.

Our new telephone number is (407)999-7667. All other corporate information remains the same. If anything further is required, I can be reached at the above telephone number. Thank you for your assistance.

Sincerely,
Ghioto & Associates

Lynne M. Ghioto

5/23