

RS&H

Architectural, Engineering, Planning and Environmental Services

Reynolds, Smith and Hills, Inc.

4651 Salisbury Road
Jacksonville, Florida 32256
904-299-2000
Fax 904-279-2491

FL CDP 3605 - ARTICLES OF INCORPORATION

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March 9, 1995

Florida Department of State
Division of Corporations
Name Availability Section
P. O. Box 6327
Tallahassee, Florida 32314

Attention: Trevor Brumbley; Letter Number 995A00007070

Re: Incorporation of REYNOLDS, SMITH AND HILLS CS, INCORPORATED
Name Reservation Number R95000000680

Ladies and Gentlemen:

Enclosed, in duplicate signed originals, are the Articles of Incorporation of REYNOLDS, SMITH AND HILLS CS, INCORPORATED, a Florida corporation. This corporate name was reserved by our company as evidenced by the enclosed letter from you to me dated February 16, 1995.

Also enclosed is our check for \$122.50 made payable to "SECRETARY OF STATE" to cover the filing fee for the ARTICLES.

Please file the ARTICLES and return one filed-stamped duplicate copy of the ARTICLES to me by return mail. If you have any questions regarding this matter, please call me at 904/279-2116. Your assistance in this matter is very much appreciated.

Sincerely,



Sharon H. "Kazz" Kaczmarczyk
Assistant Corporate Secretary
Corporate Paralegal

Enclosures (4)

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ARTICLES OF INCORPORATION
OF
REYNOLDS, SMITH AND HILLS CS, INCORPORATED

The undersigned Incorporator hereby files these Articles of Incorporation in order to incorporate Reynolds, Smith and Hills CS, Incorporated as a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is Reynolds, Smith and Hills CS, Incorporated (the "Corporation").

ARTICLE II. DURATION

The Corporation shall have perpetual duration.

ARTICLE III. PURPOSE

The purpose of the Corporation is pecuniary gain and profit, and the general nature of the business or businesses to be transacted shall be, pursuant to the applicable provisions of the Florida Business Corporation Act or any corresponding successor or replacement provision (the "Act"), to engage in any form or type of business for any lawful purpose or purposes not specifically prohibited to corporations for profit under the laws of the State of Florida; and to have all the rights, powers, privileges and immunities which are now or hereafter may be allowed to corporations under the laws of the State of Florida.

ARTICLE IV. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS.

The initial principal office and mailing address of the Corporation shall be 4651 Salisbury Road, Jacksonville, Florida 32256.

ARTICLE V. AUTHORIZED SHARES

The Corporation shall have authority to issue Seven Thousand Five Hundred (7,500) shares of One Cent (\$0.01) par value common stock.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 4651 Salisbury Road, Jacksonville, Florida 32256. The name of the initial registered agent of the Corporation at such registered office shall be David K. Robertson.

ARTICLE VII. BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members, whose names and corresponding business addresses are:

David K. Robertson
4651 Salisbury Road
Jacksonville, Florida 32256

Dale A. Barnes
300 South Pine Island, Suite 306
Plantation, Florida 33324

Leerie T. Jenkins, Jr.
4651 Salisbury Road
Jacksonville, Florida 32256

ARTICLE VIII. DIRECTOR LIABILITY

To the fullest extent that the Act, as it exists on the date hereof or as it may hereafter be amended or replaced, permits the limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy with respect to the Corporation. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior

to such amendment or repeal. The Corporation shall have authority to indemnify such Directors, Officers and other individuals as the Board of Directors may from time to time determine.

ARTICLE IX. COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence shall be upon the filing of the Articles of Incorporation with the Secretary of State of Florida.

ARTICLE X. AFFILIATED TRANSACTIONS

The Corporation hereby elects not to be governed by the provisions of the entirety of Section 607.0901 of the Act or any corresponding successor or replacement provision.

ARTICLE XI. CONTROL SHARES

The Corporation hereby elects not to be governed by the provisions of the entirety of Section 607.0902 of the Act or any corresponding successor or replacement provision.

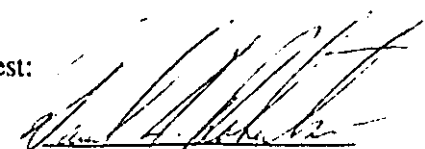
ARTICLE XII. INCORPORATOR

The name and address of the Incorporator of the Corporation executing these Articles of Incorporation are Reynolds, Smith and Hills, Inc., 4651 Salisbury Road, Jacksonville, Florida 32256.

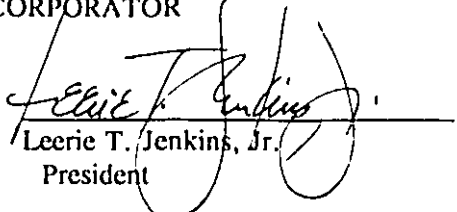
REYNOLDS, SMITH AND HILLS, INC.
INCORPORATOR

Attest:

By:


David K. Robertson
Secretary

By:

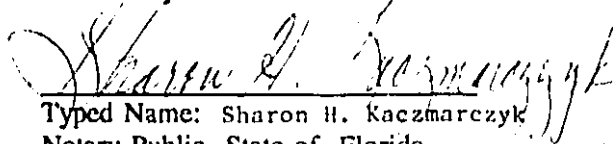

Leerie T. Jenkins, Jr.
President

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF DUVAL

On this 8th day of March, 1995, before me, a Notary Public in and for the State and County aforesaid, personally appeared Leerie T. Jenkins, Jr. and David K. Robertson, the President and Secretary, respectively, of the corporation named as the incorporator in the foregoing Articles of Incorporation of Reynolds, Smith and Hills CS, Incorporated, and who duly acknowledged to me that they signed said Articles of Incorporation on behalf of the incorporator of said corporation. They are personally known to me and they did not take an oath.

Witness my hand and seal of office on the day and year aforesaid.



Typed Name: Sharon H. Kaczmarezyk

Notary Public, State of Florida

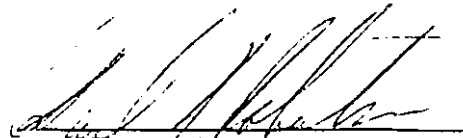
My Commission No. is

My Commission Expires

SHARON H. KACZMAREZYK
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires June 1, 1997
COUNTY OF DUVAL, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation and states that he is familiar with the obligations of that position.



David K. Robertson

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