

Stephen G. Williams, C.P.A., P.A.

2650 N. E. 52nd Street
Lighthouse Point, Florida 33064-7052
(305) 427-2019

FILED

95 MAR 27 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 23, 1995

P95000025272

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-03/28/95--01039--012
****122.50 ****122.50

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

RE: Incorporation Documents
AMERICAN ENVIRONMENTAL & CONSTRUCTION, INC.

Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for AMERICAN ENVIRONMENTAL & CONSTRUCTION, INC.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month, and year.

Our check in the amount of \$122.50 representing the fee for said filings is enclosed.

Sincerely,

Stephen G. Williams
Stephen G. Williams

MAR 20 1995 BSB

MAR 29 1995

SGW:bj
Enclosures

ARTICLES OF INCORPORATION
OF

AMERICAN ENVIRONMENTAL & CONSTRUCTION, INC.

FILED
95 MAR 27 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles.

ARTICLE I. Name. The name of the corporation is
AMERICAN ENVIRONMENTAL & CONSTRUCTION, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue One Thousand (1000) shares with a par value of One Dollar (\$1.00) per share of common stock.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Principal Office and Registered Agent.

The street address of the initial principal office of this corporation is:

113 NW 11th Street
Boca Raton, Florida 33432

and the name of the initial registered agent of this corporation

at that address is: Stephen G. Williams
2650 NE 52nd Street
Lighthouse Point, Florida 33064-7052

ARTICLE VIII. Initial Board of Directors. The corporation

shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial

Director of this Corporation is:

Sholeh B. Hasseli, 1165 NE 4th Ave, Boca Raton, FL 33432

ARTICLE IX. Officers. The officers of the Corporation

will be: Sholeh B. Hasseli - President, Secretary/Treasurer

ARTICLE X. Incorporator. The person signing these Art-

icles of Incorporation has the following name and address:

Stephen G. Williams
2650 NE 52nd Street
Lighthouse Point, Florida 33064


ARTICLE XI. By-Laws. The power to adopt, alter, amend or

repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII. Amendment. The Corporation reserves the right

to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of March, 1995.


Stephen G. Williams

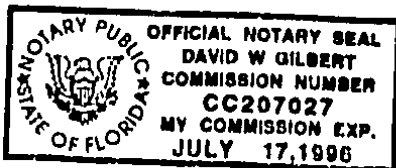
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Stephen G. Williams, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 23rd day of March, 1995.


Notary Public

My commission expires:



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95 MAR 27 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, Florida 32304

I, STEPHEN G. WILLIAMS, do hereby consent to serve as Registered Agent for the Corporation, AMERICAN ENVIRONMENTAL & CONSTRUCTION, INC.

This 23rd day of March, 1995.


Stephen G. Williams

Address of Registered Agent:

Stephen G. Williams
2650 NE 52nd Street
Lighthouse Point, FL 33064-7052

P95000025272

Stephen G. Williams, C.P.A., P.A.

2650 N. E. 52nd Street
Lighthouse Point, Florida 33064-7052
(305) 427-2019

March 8, 1996

FILED
36-MAR 18 AM 8:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Division of Corporations
Attn: Amendment Section
P. O. Box 6327
Tallahassee, Florida 32314

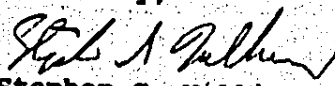
200001748142
-03/18/96--01148--014
*****35.00 *****35.00

RE: AMERICAN ENVIRONMENTAL & CONSTRUCTION, INC.
Name Change to AMERICAN ENGINEERING, CONSULTING, &
CONSTRUCTION, INC.
Ref Number P95000025272

Enclosed are two copies of the Amendment of Articles of
Incorporation signed by the President and Chairman of the
Board of American Environmental & Construction, Inc. to
seek the change of the corporate name to AMERICAN ENGINEERING,
CONSULTING, & CONSTRUCTION, INC.

Attached is a check in the amount of \$35.00 for the filing
fee. Should you have any problem making this change, please
contact me at the above address of phone number.

Sincerely,


Stephen G. Williams

N/C
VS MAR 21 1996

FILED
96 MAR 18 AM 8:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE
OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
AMERICAN ENVIRONMENTAL & CONSTRUCTION, INC.
TO
AMERICAN ENGINEERING, CONSULTING, & CONSTRUCTION, INC.

WHEREAS, on March 27, 1995, The Articles of Incorporation were filed with the Secretary of State, State of Florida, Charter No. P95000025272.

WHEREAS, said Articles provide that the Articles may be amended as provided by law: and

WHEREAS, on March 7, 1996, at a duly noticed meeting of the Board of Director and Sole Stockholder of this Corporation, the following Amendment was unanimously approved and adopted by the Board of Director and all Sole Stockholder of this corporation.

NOW, THEREFORE, the Articles of Incorporation are amended, as follows:

1. Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I - Name

The name of the corporation is AMERICAN ENGINEERING, CONSULTING, & CONSTRUCTION, INC.

IN WITNESS WHEREOF, the undersigned sole stockholder and President of the corporation has executed this Certificate of Amendment to Articles of Incorporation this 7th day of March, 1996.

Witnesses:

[Signature]
[Signature]

AMERICAN ENGINEERING, CONSULTING,
& CONSTRUCTION, INC.

By:

[Signature]
Sholeh B. Hasseli
Secretary, Treasurer, Director,
and Sole Stockholder