

M. CRAIG MASSEY

ATTORNEY AT LAW

LAKE LAND, FLORIDA 33806-2787

P. O. Box 2787
1701 SOUTH FLORIDA AVENUE

April 10, 1995

TELEPHONE 813/682-1178
FAX 813/683-2849

P95000030211

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

Re: Project Consultants & Associates, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Project Consultants & Associates, Inc. After you have examined the same, I would appreciate your filing these Articles of record with the State of Florida and returning the copy to me duly certified.

In addition to the above, please find my check in the amount of \$122.50 to cover the filing fee of \$35.00, the fee for the certified copy of \$52.50 and the registered agent fee of \$35.00.

Thank you for your assistance in this matter, and if you have any questions, please let me know.

Sincerely,

100000146505.1
04/13/95-01045-007
***\$122.50 ***\$122.50

M. Craig Massey
M. Craig Massey

MCM/mln
Encs.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is:

ARTICLE II - DURATION

ARTICLE III - PURPOSE

ARTICLE IV - CAPITAL STOCK

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office of this corporation is 7829 Fox Squirrel Circle, Lakeland, Florida 33809, and the name and address of the initial registered agent of this corporation is L. W. UMSTADTER, 7829 Fox Squirrel Circle, Lakeland, Florida 33809.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

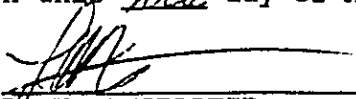
<u>NAME</u>	<u>ADDRESS</u>
L. W. UMSTADTER	7829 Fox Squirrel Circle Lakeland, Florida 33809
DARLENE UMSTADTER	7829 Fox Squirrel Circle Lakeland, Florida 33809

ARTICLE VII - INCORPORATOR

The name and address of the subscriber to these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
L. W. UMSTADTER	7829 Fox Squirrel Circle Lakeland, Florida 33809

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of April, 1995.



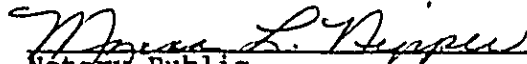
L. W. UMSTADTER

STATE OF FLORIDA)
 :
COUNTY OF POLK)

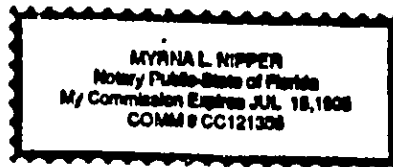
BEFORE ME, a notary public, authorized to take acknowledgments in the State and County aforesaid, personally appeared L. W. UMSTADTER, personally known to me to be the person who executed the

foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this 10th day of April, 1995.


Notary Public
State of Florida at Large

My Commission Expires:



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 PROJECT CONSULTANTS & ASSOCIATES, INC., desiring
to organize or qualify under the laws of the State of Florida, with
its principal place of business at the City of Lakeland, State of
Florida, has named M. CRAIG MASSEY, located at 1701 South Florida
Avenue, Lakeland, Florida 33803, as its agent to accept service of
process within Florida.

SIGNATURE



(Corporate Officer)

TITLE

President

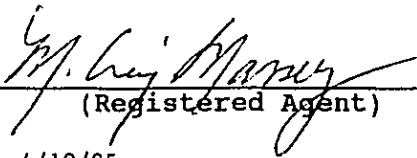
DATE

4/10/95

FILED
APR 13 AM 3:01
SECRETARY
STATE

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
complete performance of my duties.

SIGNATURE



(Registered Agent)

DATE

4/10/95