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WARREN E. AVIS, III*
DEBORAH K. AVIS**
MARINA D. PETILLO**

*ALSO ADMITTED IN MICHIGAN
**ALSO ADMITTED IN SOUTH CAROLINA
***ALSO ADMITTED IN NEW YORK

PALM BEACH OFFICE
ISLAND NATIONAL BANK BLDG., SUITE 203
180 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480
TELEPHONE (407) 659-0200
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PLEASE REPLY TO
North Palm Beach

May 9, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400001486094
-05/12/95--01077--013
*****78.75 *****78.75

Re: ESA CONSULTING ENGINEERS, P.A.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	<u>\$35.00</u>
	<u>\$78.75</u>

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,
Avis & Avis, P. A.


DEBORAH K. AVIS
DKA/mb

Enclosures

FILED
95 MAY 11 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File 12

ARTICLES OF INCORPORATION
OF
ESA CONSULTING ENGINEERS, P.A.

FILED
95 MAY 11 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice engineering under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the Professional Service Corporation is:

ESA CONSULTING ENGINEERS, P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is:

14611 Heights Blvd.
Palm Beach Gardens, Florida 33418

ARTICLE III

PURPOSE

The Professional Service Corporation is formed to engage in every phase and aspect of the practice of engineering. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV

TERM OF EXISTENCE

The Professional Service Corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V

CAPITAL STOCK

The capital stock of the Professional Service Corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice engineering in the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Professional Service Corporation in the State of Florida is:

14611 Heights Blvd.
Palm Beach Gardens, Florida 33418

The name of the initial registered agent at that address is:

MARCO W. MIGLIARO, P.E.

ARTICLE VII

BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

NAME	ADDRESS
MARCO W. MIGLIARO	14611 Heights Blvd. Palm Beach Gardens, FL 33418

ARTICLE VIII

SUBSCRIBER

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

MARCO W. MIGLIARO
14611 Heights Blvd.
Palm Beach Gardens, Florida 33418

ARTICLE IX

RESTRAINT ON ALIENATION OF SHARES

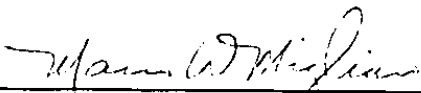
The shareholders of the Professional Service Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Professional Service Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Professional Service Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the Professional Service Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the Professional Service Corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the Professional Service Corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice engineering in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the Professional Service Corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X

AMENDMENT OF ARTICLES

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, this 9th day of May, 1995.



MARCO W. MIGLIARO, P.E.

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

SS.

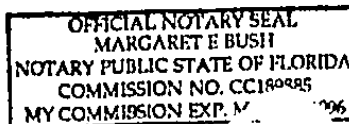
Before me personally appeared MARCO W. MIGLIARO, to me well known to be the person described and who produced FLA 314
M246-55248-109-C as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 9th day of May, 1995.

Margaret E. Bush
Notary Public, State of Florida at Large

MARGARET E. BUSH
Printed Name of Acknowledger

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ESA CONSULTING ENGINEERS, P.A.

2. The name and address of the registered agent and office is:

MARCO W. MIGLIARO

14611 Heights Blvd.
Palm Beach Gardens, Florida 33418

SIGNATURE

Marco W. Migliaro
MARCO W. MIGLIARO, P.E.

TITLE

President

DATE

May 9, 1995

FILED
95 MAY 11 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Marco W. Migliaro

DATE

May 5, 1995