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G. STEPHEN MANNING
FLORIDA BAR DESIGNATED ENVIRONMENTAL LAW
MEMBER FL AND NY BARS

PLEASE REPLY TO:
POST OFFICE BOX 550908
JACKSONVILLE, FLORIDA 32255-0908

May 22, 1995

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

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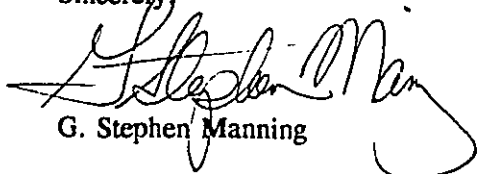
RE: Articles of Incorporation of
Goodheart & Associates, Inc.

Dear Sir:

Enclosed for filing is an original and one (1) executed copy of the "Articles of Incorporation of Goodheart & Associates, Inc." Also enclosed is a check in the amount of \$122.50 for the filing fee and a certified copy of the Certificate of Incorporation after filing. Please return the certified copy to the undersigned at Post Office Box 550908, Jacksonville, Florida 32255-0908.

Please call me should any additional information be required or should you have any questions concerning the document.

Sincerely,


G. Stephen Manning

GSM/wd

Enclosures

JB 6/1/95

FILED
MAY 25 PM 3:22
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

95 MAY 25 PM 3:22

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GOODHEART & ASSOCIATES, INC.

The undersigned, Gary F. Goodheart, P.E., 128 Indian Hammock Lane, Ponte Vedra Beach, Florida 32082, incorporator and subscriber to these Articles of Incorporation of Goodheart & Associates, Inc. ("Corporation"), a natural person, competent to contract, does hereby present these Articles for the formation of a corporation under the laws of the State of Florida and the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I. NAME

The name of this corporation is Goodheart & Associates, Inc. The mailing address of the corporation is Goodheart & Associates, Inc. c/o , Gary F. Goodheart, P.E., 128 Indian Hammock Lane, Ponte Vedra Beach, Florida 32082.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own real or personal property.

To do all and everything necessary and proper for the accomplishment of any of the purposes or attaining any of the objects or the furtherance of any of the purposes enumerated or incidental thereto, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of

the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The business of this corporation shall be limited to the foregoing activities.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

The consideration for the issuance of shares may be paid, in whole or in part, in cash, services or other property, tangible or intangible. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

ARTICLE IV. SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary to qualify as Section 1244 stock may be taken by the Board of Directors or appropriate officers of the corporation. The corporation elects to have preemptive rights as provided in Section 607.0630, Florida Statutes.

ARTICLE V. TERM OF EXISTENCE

The existence of this corporation shall begin May 25, 1995, and shall continue perpetually thereafter until dissolved according to law.

ARTICLE VI. ADDRESS. REGISTERED AGENT. RESIDENT AGENT

The street address of the principal office of this corporation in the State of Florida is 128 Indian Hammock Lane, Ponte Vedra Beach, Florida 32082. The initial registered agent for service of process shall be G. Stephen Manning, at 6622 Southpoint Drive, South, Suite 310, Jacksonville, Florida 32216. The Board of Directors may, from time to time, move the registered and principal office to any other address in Florida. The Board of Directors may, from time to time, designate a different person as registered agent and resident agent to accept service of process.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by resolution adopted by the stockholders, but may never be less than one (1).

ARTICLE VIII. POWERS

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in, to authorize and cause to

be executed mortgages and liens upon the real and personal property of this corporation.

Whenever the Board consists of more than one member to designate one or more of its number to constitute an Executive Committee which committee shall, for the time being, as provided in a resolution or in the bylaws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of the corporation to be affixed to all papers which may require it.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing, pension or deferred compensation plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation, and retirement and other benefits. The interest of any director in any of the foregoing matters or in any other matter shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.

To enter into, or become a partner in, any arrangement for sharing profits and losses, partnership, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

The corporation may, in its bylaws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE IX. LIMITATION OF LIABILITY

Each director, stockholder and officer in consideration for his services, shall, in the

absence of fraud, be indemnified and held harmless by the corporation, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted, cause of action filed or civil penalties assessed or proceedings brought against him by reason of his being or having been a director, shareholder or officer of the corporation or any subsidiary of the corporation whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be in addition to any other rights to which any officer, director or stockholder may be entitled as a matter of law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in a manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of the corporation may be amended to change the business purpose of this corporation to provide for any lawful purpose.

ARTICLE XI. CONTRACT

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any director or officer of this corporation, individually or jointly, is a party to, or is interested in, such contract or transactions or by the fact that any director or officer of this corporation is a director or officer of such other corporation.

The UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set his hand on this 22 day of May 1995.

INCORPORATOR:

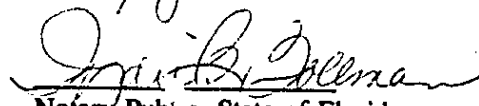

GARY F. GOODHEART

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared Incorporator GARY F. GOODHEART to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of May, 1995.


Notary Public, State of Florida
at Large

INDIE B. BOLLMAN
Printed Name of Notary

My Commission Expires: _____

My Commission Number: _____

INDIE B. BOLLMAN
Notary Public, State of Florida
*Comm. expires Dec. 20, 1995
Comm. No. CC162952

FILED

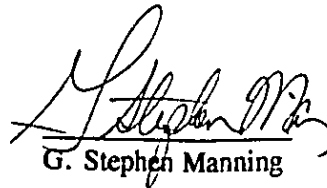
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, MAKING
AGENT UPON WHOM PROCESS MAY BE SERVED

95 MAY 25 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

That Goodheart & Associates, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, to be at 128 Indian Hammock Lane, Ponte Vedra Beach, County of St. Johns, State of Florida 32082, has named G. Stephen Manning, whose address is 6622 Southpoint Drive South, Suite 310, Jacksonville, County of Duval, State of Florida 32216, as its agent to accept service of process within the state.

Having been named in the Articles of Incorporation to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.


G. Stephen Manning

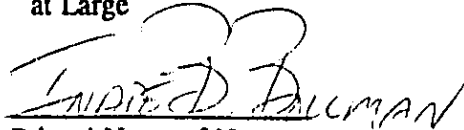
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared G. STEPHEN MANNING, known personally to me to be such, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 22nd day of May, 1995.



Notary/Public, State of Florida
at Large



Printed Name of Notary

My Commission Expires: _____

My Commission Number: _____

JODIE B. BOLLMAN
Notary Public, State of Florida
Comm. expires Dec. 20, 1995
Comm. No. CC162955