

529 E. NEW HAVEN AVENUE  
MELBOURNE, FLORIDA 32901

P.O. Box 608  
MELBOURNE, FLORIDA 32902-0608

June 5, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Projacs USA, Inc.

Dear Sir or Madam:

This is to enclose original and one copy of Articles of Incorporation regarding the above referenced corporation, together with our check in the amount of \$122.50 as filing fee for same. Please file the original and return a certified copy to us.

Should you have any questions or require any additional information, please do not hesitate to call this office.

Thank you for your assistance.

Very truly yours,

*Kathy Tompkins*

Secretary to Lynne R. Thompson

/kt  
Enc. (2)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PROJACS USA, INC.

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby subscribe to the formation of a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name; Principal Place of Business

The name of the corporation shall be Projacs USA, Inc. The principal office shall be located at 828 Venturi Court, Melbourne, FL 32940.

ARTICLE II

General Nature of Business

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

(a) To serve as a construction consultant doing project management, value engineering, life cycle costing and project cost controls for owners in construction projects.

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a

building and loan association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bond, security, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, while owner of such stock; to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

### ARTICLE III

#### Capital Stock

The maximum number of shares of capital stock that this

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corporation is authorized to issue and have outstanding at any one time is 1000 shares, having a par value of \$.10 per share.

#### ARTICLE IV

##### Term of Existence

This corporation shall exist perpetually.

#### ARTICLE VI

##### Initial Registered Office and Agent

The initial registered office of this corporation in the State of Florida will be 529 E. New Haven Avenue, Melbourne, FL 32901. The Board of Directors may from time to time move the principal office to any address in Florida. The initial registered agent of this corporation at said address is Lynne R. Thompson, Esquire.

#### ARTICLE V

##### Board of Directors

(1) The initial number of Directors of this corporation is five.

(2) The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be fewer than one.

(3) The names and street addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successor is elected or appointed and have qualified:

##### Name

Alphonse J. Dell'Isola

##### Street Address

828 Venturi Court  
Melbourne FL 32940

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Imad Abulaban

828 Venturi Court  
Melbourne, FL 32940

Dr. Abdulaziz T. Al Otaishan

828 Venturi Court  
Melbourne, FL 32940

Dr. Fuad S. Al Saleh

828 Venturi Court  
Melbourne, FL 32940

Dr. Nabil H. Qaddumi

828 Venturi Court  
Melbourne, FL 32940

#### ARTICLE VI

##### Incorporators

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

<u>Name</u>	<u>Street Address</u>
Alphonse J. Dell'Isola	828 Venturi Court Melbourne, FL 32940

#### ARTICLE VII

##### Pre-emptive Rights

Each shareholder, upon the sale for cash of any 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 rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VIII

##### Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of

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directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### ARTICLE IX

##### Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Melbourne, Brevard County, Florida, for the uses and purposes aforesaid, on this 2nd day of June, 1995.

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ALPHONSE J. DELL'ISOLA, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State, last aforesaid, this 2nd day of June, 1995.


Sarah K. Tompkins  
Notary Public  
State of Florida at Large  
My Commission Expires:



SARAH K. TOMPKINS  
Notary Public, State of Florida  
My Commission Expires 3-16-96  
CC # 341451  
Bonded thru Lupfer-Frakes Ins.

CERTIFICATE OF REGISTERED AGENT

Pursuant to Florida Statutes, the following is submitted in compliance with said Act: Projacs USA, Inc., a corporation for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 828 Venturi Court, Melbourne, FL 32940, County of Brevard, State of Florida, has named Lynne R. Thompson, Esquire, located at 529 E. New Haven Avenue, Melbourne, Florida 32901, as its Registered Agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
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LYNNE R. THOMPSON, ESQUIRE  
Registered Agent

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