

P95 000052926

CHERI JOHNSON WRIGHT, P.A.

ATTORNEY AT LAW

290 FIRST STREET, SOUTH SUITE 204

WELLS FAVEL, FLORIDA 33080

CHERI JOHNSON WRIGHT

TELEPHONE 813/291-0960

TELECOPIER 813/291-7315

June 28, 1995

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32324

20000000000000000000  
07/03/95 - 01047-000  
\*\*\*122.50 \*\*\*122.50

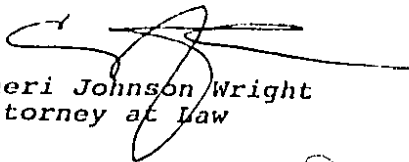
RE: DCR Engineering, Inc., A Florida Corporation

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation of DCR Engineering, Inc., A Florida Corporation. I would appreciate it if you would return one certified copy to this office. My client's check in the amount of \$122.50 is enclosed for the filing fees.

Thank you in advance for your assistance.

Yours very truly,

  
Cheri Johnson Wright  
Attorney at Law

CJW/pb

Enclosures

20000000000000000000  
07/03/95 - 01047-000  
\*\*\*122.50 \*\*\*122.50

Called Cheri on July 10, 95.  
"A Florida Corporation" is  
included in the name.  
(SWS)

SN  
7/10/95

55 JUL -3 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
F.M.F.D

EFFECTIVE DATE  
June 26, 1985

ARTICLES OF INCORPORATION  
OF

FILED

DCR ENGINEERING, INC. A FLORIDA CORPORATION JUL - 3 PM 3:25

.....  
The undersigned natural person(s) competent to contract, SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be DCR ENGINEERING, INC. A FLORIDA CORPORATION.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation is to be: 2160 HIGHWAY 37 SOUTH, MULBERRY, FL 33860, MAILING ADDRESS: P. O. BOX 1021, MULBERRY, FL 33860. The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such act.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of one CENT (\$.01) per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When

issued, all shares of stock shall be fully paid and nonassessable.

#### ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 2160 HIGHWAY 37 SOUTH, MULBERRY, FL 33860 and the initial registered agent of this corporation at such office shall be DALE C. ROSSMAN. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

#### ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1), nor more than twenty (20), the number of the same to be fixed from time to time by the stockholders or by the Corporate By-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States, as provided by the corporate laws of the State of Florida. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the members of the initial Board of Directors and officers, who, subject to these Articles of Incorporation, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until his or her successor has been duly elected and qualified, or upon their death, resignation or expiration of their term of office, and their successors have been duly elected and qualified thereafter are:

NAME	ADDRESS	POSITION
DALE C. ROSSMAN	2160 HIGHWAY 37 SOUTH MULBERRY, FL 33860	DIRECTOR PRESIDENT
RONALD EDWARD JORDAN	2160 HIGHWAY 37 SOUTH MULBERRY, FL 33860	SECRETARY & TREASURER

#### ARTICLE VIII - BY-LAWS

The power to adopt by-laws of this corporation, to alter, amend, or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

#### ARTICLE IX - SPECIAL PROVISION

The following special provisions, power, privileges, and limitations shall be applicable to and govern this Corporation.

The Board of Directors shall be elected annually by the stockholders at their Annual Meeting, or at a special meeting held for stockholders at their Annual Meeting, or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the stockholders.

The stockholders shall have power by resolution to appoint an Executive Committee of not less than two (2) of their number, or any officer or agent, with the power to subdelegate, who, to the extent provided for in the Resolution, or in the By-laws of this Corporation, shall have and may exercise the powers of the Board of Directors in the management of the affairs and property of this Corporation, and the exercise of the Corporation powers.

This Corporation is authorized to have a President and Treasurer and Secretary and such other officers as the Board may provide. Only the President need be a Director. Any person may hold two or more offices. Officers need not be stockholders. Officers, other than Directors, shall be elected by the Directors at the first meeting next after the Annual Meeting of Stockholders, or as soon thereafter as may be practicable. Each officer and each Director shall hold office until his successor shall be elected and qualified. The duties, powers, and functions of the officers and Board of Directors shall be such as usually devolve upon such officers, unless otherwise prescribed by the By-laws.

Members of the Board of Directors or stockholders may participate in a meeting of such or of stockholders by means of a conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter proscribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

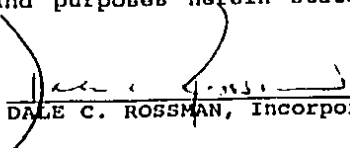
ARTICLE XI - INCORPORATOR

The name(s) and street address(es) of the Incorporator, making these Articles of Incorporation is (are):

NAME	ADDRESS
DALE C. ROSSMAN	2160 HIGHWAY 37 SOUTH MULBERRY, FL 33860

The original Incorporator of this corporation may sell, exchange, assign or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

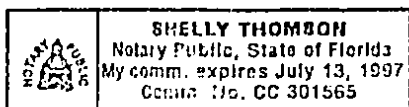
IN WITNESS WHEREOF, the undersigned incorporator has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, for the uses and purposes herein stated, this 26<sup>th</sup> day of JUNE, 1995.

  
DALE C. ROSSMAN, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

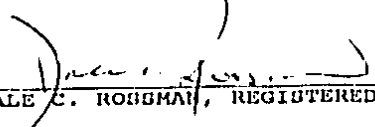
The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of JUNE, 1995, by DALE C. ROSSMAN, who is personally known to me, or who has produced \_\_\_\_\_ as identification and who did take an oath who executed the foregoing Articles of Incorporation.

sign: Shelly Thomson  
print: Shelly Thomson  
Notary Public  
My Commission Expires:



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, DALE C. ROSSMAN, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with, and accepts the duties and obligations of, Section 607.0605, Florida Statute.

  
DALE C. ROSSMAN, REGISTERED AGENT

DATE

6-26-95

DCH:ART

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL -3 PM 3:25

FILED

Cheri Johnson Wright, P.A.  
Cheri Johnson Wright  
Attorney at Law  
290 First Street South  
Suite 204  
Winter Haven Florida 33880  
813-293-0960  
Fla. Bar No. 375810

P95000052926

*Dale C. Rossman, Inc.*

Electrical • Instrumentation • Engineering • Construction

P.O. Box 1021 • Mulberry, Florida 33800  
(941) 425-4041 • Fax (941) 425-4000

2810 N 34TH Street • Tampa, Florida 33605  
(813) 247-5070 • Fax (813) 247-2004

May 20, 1996

MAIL ROOM USE ONLY  
DO NOT REMOVE FROM MAIL ROOM  
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Florida Department of State, Division of Corporations  
P.O. Box 13900  
Tallahassee, Florida 32317

Gentlemen:

Please find attached Articles of Amendment to Articles of Incorporation for DCR Engineering, Inc. A Florida Corporation and check for \$35.00. The Amendment changes the name of the Corporation to DCR Engineering Services, Inc. Also enclosed is the Annual Report for Corporations and a check for \$200.00.

Sincerely,



Ronald E. Jordan  
Vice President, Chief Financial Officer

cc: Correspondence File

FILED  
96 JUN 12 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ER 6/12/96*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
96 JUN 12 PM 12:45  
STATE  
FLORIDA

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DCR ENGINEERING, INC. A FLORIDA CORPORATION

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

**ARTICLE 1 - Name**

The name of this corporation shall be **DCR Engineering Services, Inc.**

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: Am to Article I, May 1, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

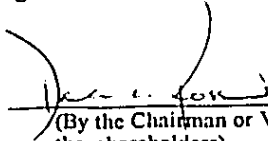
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 1st of May, 19 96

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Dale C. Rossman  
Typed or printed name

President/Owner  
Title