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Secretary of State  
Division of Corporation  
Tallahassee, Florida

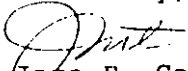
RE: AUTOMATED DESIGN GROUP INC.

Dear Sir:

Enclosed please find a check in the amount of \$70.00 for the  
filing of AUTOMATED DESIGN GROUP INC.

Thank you kindly for your consideration in this matter.

Sincerely,

  
Jose R. Goizueta

enclosure

MR. JOSE R. GOIZUETA  
ROUTE 3 BOX 265 B  
JASPER, FL 32052

900001584218  
-03/007 35-401052-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
95 SEP 14 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
9/14/95



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 8, 1995

JOSE R. GOIZUETA\*\*\*\*\*IN PENDING NO ADDRESS GIVEN

JACKSONVILLE, FL

SUBJECT: AUTOMATED DESIGN GROUP INC.  
Ref. Number: W95000015886

We have received your document for AUTOMATED DESIGN GROUP INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

You must list at least one incorporator with a complete business street address. ✓

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 895A00037034

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
AUTOMATED DESIGN GROUP, INC.**

The undersigned subscribers to these articles of incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation shall be Automated Design Group, Inc.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is design drafting of civil engineering, land development, roadway design, drainage, land surveying, and also including graphic arts, cartography, geological and geographical drafting.

To 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 kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition;

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, trade-marks and licenses, in the State of Florida and in all other states and countries;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government; and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever;

To make gifts of its property or cash, either to charitable organizations, or otherwise, when deemed in the interest of the corporation;

To adopt such pension, profit sharing, stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation;

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

#### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is (100) shares of common stock of the par value of one dollar (\$1.00) per share.

#### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$ 100.00 dollars.

#### **ARTICLE V. TERM**

This corporation shall have perpetual existence.

#### **ARTICLE VI. ADDRESS**

The address of the principal office of this corporation in the State of Florida is: Route 3 Box 265 B, Jasper, Florida 32052.

The Board of Directors may, from time to time, move the office to any other place in Florida.

#### **ARTICLE VII. DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished, from time to time, by the by-laws, but shall never be less than one (1), nor more than five (5). Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

#### **ARTICLE VIII. INITIAL DIRECTORS**

The names and addresses of the members of the First Board of Directors of this corporation are:

Jose R. Goizueta  
President & Treasurer  
Route 3 Box 265 B  
Jasper, Florida 32052

Theresa L. Goizueta  
Secretary & Vice President  
Route 3 Box 265 B  
Jasper, Florida 32052

#### **ARTICLE VIII-A. REGISTERED OFFICE AND AGENT**

The street address of the original registered office of this corporation shall be Route 3 Box 265 B, Jasper, Florida 32052 and the initial registered agent at said office shall be Jose R. Goizueta.

#### **ARTICLE IX. SUBSCRIBER**

The name and addresses of the subscribers of these Articles of Incorporation are: Jose R. Goizueta, Route 3 Box 265 B, Jasper, Florida 32052.

#### ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two (2) or more of them, may by agreement recorded in the Minute Book of this corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer, or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-laws are adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction; and, notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify, such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

#### **ARTICLE XI. INDEMNITY**

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer, or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee, the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee, was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee, from exercising any rights to which he/she may be entitled under the by-laws or otherwise.

#### **ARTICLE XII. AMENDMENT**

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.

ARTICLE XIII. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law. Furthermore, the directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator, being natural person competent to contract, have hereunto set his hand this 7<sup>th</sup> day of September 1995.

  
Jose R. Goizueta

FILED

CERTIFICATE

95 SEP 14 AM 11:41

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF  
OF PROCESS WITHIN THIS STATE. TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

**AUTOMATED DESIGN GROUP, INC.**

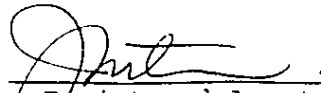
desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Jose R. Goizueta as its agent to accept service or process within the State of Florida.



Incorporator  
Jose R. Goizueta

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.

  
Registered Agent  
Jose R. Goizueta