

ARTICLES OF INCORPORATION
OF
PHOEBUS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be: PHOEBUS, Inc.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

2981 Setting Sun Trail
Tallahassee, Florida 32303

Article III - Purpose

This corporation is organized for the purpose of operating a general consulting business, including but not limited to consultative services in the areas of landscape design, management and software development.

This corporation may also engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock and Capitalization

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares, common, no-par

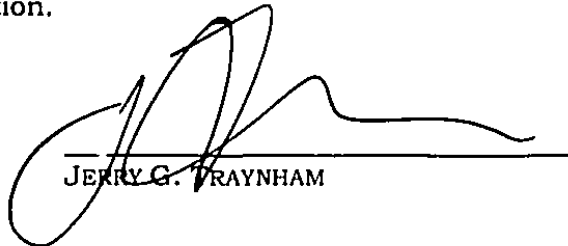
All stock is issuable and transferable only to natural persons who are not nonresident aliens, and shall be held by no more than ten (10) persons. The initial capitalization of the corporation shall be by the sale and issuance of the initial 100 shares to the following persons in the amounts specified. All shares shall be fully paid prior to issuance.

James T. Ward 50 shares

Angela B. Ward 50 shares

Article V - Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 315 Beard Street, Tallahassee, Florida 32303, and the name of the initial registered agent of this corporation is Jerry G. Traynham. The undersigned registered agent hereby accepts designation as the registered agent for the corporation.


JERRY G. TRAYNHAM

Article VI - Incorporators

The names and addresses of the persons subscribing to and signing these articles of incorporation are as follows:

Angela B. Ward
2981 Setting Sun Trail
Tallahassee, Florida 32303

James T. Ward
2981 Setting Sun Trail
Tallahassee, Florida 32303

Article VII - Initial Officers and Directors

The initial officers of the corporation, and its Board of Directors are as follows:

Officers:	James T. Ward	President
	Angela B. Ward	Vice President
	James T. Ward	Secretary
	Angela B. Ward	Treasurer

Board of Directors:	
James T. Ward	Chairperson
Angela B. Ward	Director

Article VII - Dissolution

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of a majority of the outstanding shares of the corporation. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders *pro rata*, each shareholder to participate in the distribution in direct proportion to the number of shares held by the individual.

**Article IX - Restrictions on Stock Transfers and
Preemptive Rights**

Share of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors. No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of the mailing. If the corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all such shares owned by the stockholder immediately prior to his death on the terms set forth above, and this provisions shall be binding on the executor, administrator or personal representative of such stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of

the corporation. A copy of such article is on file at the principal office of the corporation."

Every shareholder, upon the sale for each of any new stock in 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 X - Particular Actions

The following corporate actions shall require the affirmative consent of a majority of the shareholders:

1. Amendment of the Articles of Incorporation or By-Laws.
2. Hiring, firing, or changing compensation of corporate offices or staff.
3. Issuance of stock or addition of new stockholders.
4. Expenditure of corporate funds exceeding Five Hundred Dollars (\$500.00).

IN WITNESS HEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Tallahassee, Florida, on this 3d day of January, 1996.



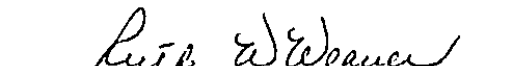
Angela B. Ward
2981 Setting Sun Trail
Tallahassee, Florida 32303
State of Florida
County of Leon



James T. Ward
2981 Setting Sun Trail
Tallahassee, Florida 32303

Before me, the undersigned authority, personally appeared Angela B. Ward and James T. Ward, who are personally known to me or who identified themselves to me by showing their Florida Drivers Licenses Nos. Angela B Ward 12630-002-62-601-0 and James T Ward 12630-458-56-452-0, and who executed the foregoing instrument for the uses and purposes therein set forth.

Given under my hand and official seal this 3rd day of January, 1996.


Notary Public, State of Florida

RUTH W WEAVER
My Commission CC370820
Expires May, 08, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE OF DESIGNATION OF
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: PHOEBUS, Inc.

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

Jerry G. Traynham, Esquire
(NAME)

315 Beard Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32303
(CITY/STATE/ZIP)

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Having been named as 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)

1/4/96
(DATE)