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Law Office
ALBERT R. MEYER
Attorney at Law
P.O. Box 272474
Tampa, Florida 33668-2474

Member of FL and PA Bars

(813)269-9188

January 5, 1996

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

900001681609
-01708796--01070--015
****122.50 ****122.50

RE: Filing of Articles of Incorporation of William C. Bracken, Inc.

Dear Sir or Madam:

Please accept for filing the enclosed Articles of Incorporation for the above captioned entity. Also enclosed is a check for \$122.50 to cover the filing fee and fee for a certified copy.

If you have any questions or problems with the attached filing please direct such communication to my office.

Respectfully

Albert R. Meyer
Albert R. Meyer

FILED
96 JAN - 8 PM 12: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 10 1996

ARTICLES OF INCORPORATION

OF

William C. Bracken, Inc.

FILED
96 JAN -8 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act.

ARTICLE I

Name

The name of the corporation is: William C. Bracken, Inc.

ARTICLE II

Principal Office

The initial principal office of the corporation shall be:

15803 Deep Creek Lane
Tampa, Florida 33624

ARTICLE III

Duration and Commencement of Existence

The duration of the corporation is perpetual. The corporate existence of the corporation shall commence at the time of filing these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE IV

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida General Corporation Act.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 100 shares.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is:

Law Offices of Albert R. Meyer
16508 Lake Heather Drive
Tampa, Florida 33618

The name of the corporation's initial registered agent at such address is Albert R. Meyer.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is 1. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each person who is to serve as a member of the initial board of directors is:

William C. Bracken

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Albert R. Meyer, Esquire
Law Offices of Albert R. Meyer
P.O. Box 272474
Tampa, Florida 33688-2474

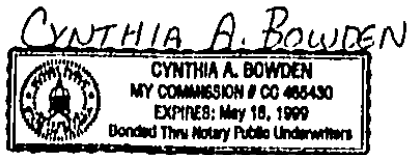
16508 Lake Heather Drive
Tampa, Florida 33618

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 4th day of January, 1996



Albert R. Meyer, Esquire
Incorporator

1/5/96

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)



The foregoing instrument was acknowledged before me this 5 day of January 1996 by Albert R. Meyer, Esquire, who is personally known to me.


Notary Public
State of Florida at Large

My commission expires: 18 May 1999

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

William C. Bracken, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 15803 Deep Creek Lane, has named Albert R. Meyer, Esq. located at 16508 Lake Heather Drive, Tampa, Florida 33618 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Law Offices of Albert R. Meyer
P.O. Box 272474
Tampa, Florida 33688-2474

16508 Lake Heather Drive
Tampa, Florida 33618

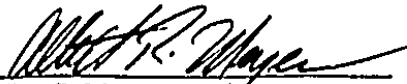

Albert R. Meyer, Esquire

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of William C. Bracken, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations provided for in Section 607.325, Florida Statutes.

Dated: January 4, 1996



Albert R. Meyer, Esquire
Registered Agent

ARTICLES INC

FILED
96 JAN -8 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000003132

Buchman & Buchman
Attorneys at Law, P.A.

J. Miles Buchman
Janice C. Buchman
1317 W. Fletcher Ave., Suite A
Tampa, Florida 33612
Tel. (813) 269-0300
Fax (813) 269-0009

August 8, 1997

FILED
97 AUG 11 AM 8:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Amendments to Articles of Incorporation of William C. Bracken, Inc.,
to change name to Bracken Engineering, Inc.

Dear Sir or Madam:

Enclosed are two originals of the Certificate of Amendment of Articles of
Incorporation for the above corporation, together with my check in the amount of
\$87.50, which includes the following items:

Filing fee	\$35.00
Certified copy	<u>52.50</u>
Total	\$87.50

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*****87.50 *****87.50

I would appreciate your forwarding the certified copy to our office at your earliest
convenience, in the enclosed self-addressed and stamped envelope.

Sincerely yours,



J. Miles Buchman

JMB/wlw
Enclosures
cc: Mr. William C. Bracken (w/o encls.)
B6666801



VS AUG 20 1997

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

FILED
97 AUG 11 AM 8:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

William C. Bracken, Inc., a Florida corporation, under its corporate seal and the hand of its president and secretary, William C. Bracken, hereby certifies that:

1. The present name of the corporation is William C. Bracken, Inc.
2. The text of the amendment adopted is as follows:

Article I is hereby deleted in its entirety and the following is substituted in its place:

ARTICLE I. - NAME

The name of this corporation is Bracken Engineering, Inc.

3. This amendment does not provide for an exchange, reclassification or cancellation of issued shares.
4. The date of adoption for this amendment is August 8, 1997.
5. The meeting of the stockholders and directors of the corporation was held on August 8, 1997, and at said special meeting of the stockholders and directors, the Certificate of Amendment of Articles of Incorporation was duly adopted by the unanimous vote of all the stockholders and directors.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its president and its corporate seal to be hereunto affixed and attested by its secretary on August 8, 1997.

William C. Bracken, Inc.,

By: 
William C. Bracken, President

Attest:


William C. Bracken, Secretary