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January 23, 1996

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

000001697888
-01/25/96--01049--010
****122.50 ****122.50

Re: Incorporation of ROGER M. BABER & ASSOCIATES, INC.
ENGINEERING, SURVEYING & TECHNICAL SERVICES

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is a check in the amount of \$122.50.

Please certify the copy of the Articles and return to our office in the enclosed self-addressed stamped envelope.

Sincerely,

Amy T. Meyer

Amy T. Meyer
Legal Assistant to

Bert A. Davenport, Esq.

Enclosures: As stated.

/atm

Amy Meyer GAVE
AUTHORIZATION BY PHONE TO
CORRECT mailing address
DATE 1-29-96 AL JAN 29 1996
DOC. EXAM Ad

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JAN 25 AM 8:44

ARTICLES OF INCORPORATION

OF

**ROGER M. BABER & ASSOCIATES, INC.,
ENGINEERING, SURVEYING & TECHNICAL SERVICES.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 25 AM 8:44

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of Incorporation:

ARTICLE ONE

The name of the corporation is ROGER M. BABER & ASSOCIATES, INC.,
ENGINEERING, SURVEYING & TECHNICAL SERVICES.

ARTICLE TWO

Corporate Duration

The duration of the corporation is perpetual.

ARTICLE THREE

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. To engage in the business of engineering, surveying and technical services.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

Registered Office and Agent

The street address of the initial registered office of the corporation is 1014 N.W. Pinelake Drive, Stuart, Florida 34994, and the name of its initial registered agent at such address is ROGER M. BABER. CORPORATIONS MAILING ADDRESS SHALL BE THE SAME

ARTICLE SIX

Directors

The number of directors constituting the initial board of directors of the corporation is 1. The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

Roger M. Baber

1014 N.W. Pinelake Drive
Stuart, Florida 34994

ARTICLE SEVEN

Incorporators

The name and address of each Incorporator is:

Name

Address

Roger M. Baber

1014 N.W. Pinelake Drive
Stuart, Florida 34994

Executed by the undersigned on this 18th day of January, 1996.



ROGER M. BABER, President

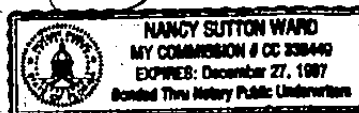
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 18th day of January, 1996, personally appeared ROGER M. BABER to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced 210 Duval Ave. as identification.

WITNESS my hand and official seal the date aforesaid.



NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 25 AM 0:44

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 ROGER M. BABER & ASSOCIATES, INC., ENGINEERING, SURVEYING & TECHNICAL SERVICES.
2. The name and address of the registered agent and office is:

ROGER M. BABER
1014 N.W. Pinelake Drive
Stuart, Florida 34994

Having ben 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.



ROGER M. BABER, Registered Agent