

DANIEL I. WINCOR, J.D.

P96000010429

120 EAST OAKLAND PARK BOULEVARD
SUITE 105
FORT LAUDERDALE, FL 33334

January 23, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/25/96--01102--003
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find two (2) fully executed Articles of Incorporation of AMERICAN EAGLE ENGINEERING CONTRACTORS, INC. for filing in your office as a new corporation-for-profit.

Also enclosed please find Money Order(s) in the aggregate sum of \$122.50 to cover filing fees, resident agent fee, and fee for a certified copy of the Articles.

Kindly return a certified copy of the Articles to the undersigned as rapidly as possible.

Thank you for your courtesy.

Very truly yours,

Daniel I. Wincor
DANIEL I. WINCOR

DIW/vp
Express Mail
Encls.

FILED
96 JAN 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-2-96

ARTICLES OF INCORPORATION

OF

AMERICAN EAGLE ENGINEERING CONTRACTORS, 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:

AMERICAN EAGLE ENGINEERING CONTRACTORS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

620 N.W. 19th Street (Tennis Club Drive)
110
Fort Lauderdale, FL 33311

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) shares, all of one class, without par value. None of the shares of stock may transferred, assigned, owned, or held by a corporation, non-resident alien, partnership, or foreign trust.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George A. Smith, Jr.
620 N.W. 19th Street (Tennis Club Drive)
110
Fort Lauderdale, FL 33311

ARTICLE V - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

George A. Smith, Jr.
620 N.W. 19th Street (Tennis Club Drive)
110
Fort Lauderdale, FL 33311

and

JoAnn Smith
620 N.W. 19th Street (Tennis Club Drive)
110
Fort Lauderdale, FL 33311

ARTICLE VI - TERM

This corporation shall have perpetual existence.

ARTICLE VII - PURPOSE

The purpose of this corporation shall be to engage in, carry on, and conduct a general engineering and construction/development business, and to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE VIII - DIRECTORS

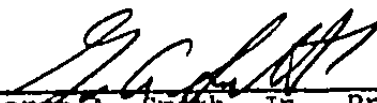
This corporation shall have two (2) directors initially. The number shall be fixed by the bylaws and may be changed from time to time. The names and street addresses of the initial board members are:

George A. Smith, Jr.
620 N.W. 19th Street (Tennis Club Drive)
110
Fort Lauderdale, FL 33311

and

JoAnn Smith
620 N.W. 19th Street (Tennis Club Drive)
110
Fort Lauderdale, FL 33311

The undersigned have executed these Articles of Incorporation this 22nd day of January 1996.


George A. Smith, Jr., Pres./Director

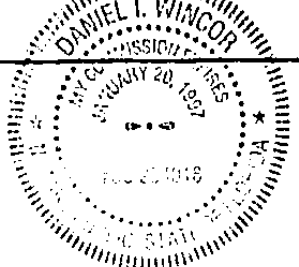

JoAnn Smith, Secretary/Director

STATE OF FLORIDA)
 ss.
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared
GEORGE A. SMITH, JR. and JOANN SMITH, to me personally known,
who acknowledged that they executed the foregoing instrument
freely and voluntarily and for the uses and purposes stated
therein.


Notary Public, State of Florida

My Commission expires:



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CONSENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED as registered agent for this corporation
at the registered office designated in the foregoing Articles of
Incorporation, the undersigned accepts the designation.



George K. Smith, Jr.