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96 JAN 31 11:22
TALLAHASSEE, FLORIDA

January 30, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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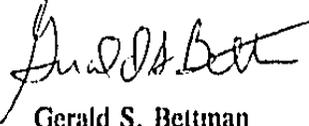
RE: Cole Environmental Consulting, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation for Cole Environmental Consulting, Inc., together with the filing fee in the amount of \$122.50. Please file these Articles of Incorporation at your earliest convenience and return the certified copy to me at the above address.

Thank you for your attention to this matter.

Sincerely,


Gerald S. Bettman

GSB/er

Enclosures

2-5-96
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**ARTICLES OF INCORPORATION
COLE ENVIRONMENTAL CONSULTING, INC.**

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ARTICLE I. NAME

The name of the corporation is Cole Environmental Consulting, Inc.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided or hereafter amended.

ARTICLE III. PURPOSE

The purpose of the corporation is to provide consulting for environmental issues affecting people and property and for any other lawful business purpose.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 500 shares. Such shares shall be of a single class of common stock, and shall have a par value of ten dollars (\$10.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to will not be less than \$5,000.00.

ARTICLE VI. PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the corporation's principal office is 11226 Stoney Point Lane East, Jacksonville, Florida 32257. The name of the initial registered agent of the corporation, located at such office, is James M. Cole, Jr.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on

corporations by the laws of the State of Florida, including, but not limited to, the following:
Providing geological and environmental consulting.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles of incorporation as a subscriber and/or incorporator is James M. Cole, Jr, 11226 Stoney Point Lane East, Jacksonville, Florida 32257.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors are two, and the name and address of the initial directors are:

Name	Address
James M. Cole, Jr.	11226 Stoney Point Lane East Jacksonville, FL 32257
Mary H. Cole	11226 Stoney Point Lane East Jacksonville, FL 32257

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Thereafter the term of office of each director shall be five years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws not more than 10 days following the issuance of the Certificate of Incorporation.

ARTICLE XI. 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 at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. 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 him.

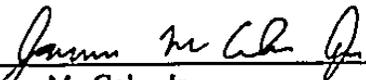
ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS HEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation on this 29 day of January, 1996.


James M. Cole, Jr.
Incorporator/Registered Agent

