

P96000036496

LAW OFFICES OF
FRANK G. FINKBEINER
ATTORNEY AND COUNSELOR AT LAW

108 EAST ROBINSON STREET, SUITE 301
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-0018
FAX (407) 838-5881

FRANK G. FINKBEINER

OF COUNSEL
DWAIN CARR

UPS NEXT DAY AIR

April 22, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

4-22-96

FILED
95 APR 23 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC.

Gentlemen:

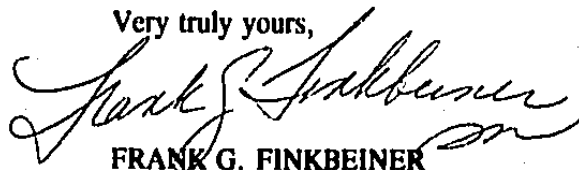
Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced Florida corporation, an original Designation and Acceptance of Designation of Registered Agent, together with a check in the amount of \$122.50 representing the following fees:

Filing Fee..... \$ 35.00
Certified Copy..... 52.50
Registered Agent Fee..... 35.00
TOTAL ENCLOSED.....\$122.50

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-04/23/96--01149--013
****122.50 ****122.50

Would you please forward a certified copy of the filed Articles of Incorporation to me in the enclosed return UPS Next Day Air envelope. Thank you for your cooperation in this matter. Please be sure to date the shipping invoice next to where my secretary has signed same.

Very truly yours,


FRANK G. FINKBEINER

FGF:sn
encls.

Signed in the Absence
of the Writer in Order
to Avoid Delay.

B. REGISTER APR 29 1996

EFFECTIVE DATE

11-22-96

ARTICLES OF INCORPORATION

OF

DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC.

FILED
96 APR 23 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC.

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV: CAPITAL STOCK

Initial Issue. One Thousand (1000) shares of stock of the corporation shall be issued for cash or notes at a value of \$1.00 per share.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the principal office of this corporation is 7701 Hidden Ivy Court, Orlando, FL 32819, and the name of the registered agent of this corporation is Frank G. Finkbeiner, Atty..

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and address of the Directors of this corporation until the first annual meeting of the Shareholders or until their successor(s) be elected and qualified are as follows:

DOYLE E. COTTRELL
7701 Hidden Ivy Court
Orlando, FL 32819

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: INCORPORATOR

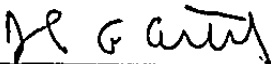
The name and address of the person signing these Articles of Incorporation is:

DOYLE E. COTTRELL
7701 Hidden Ivy Court
Orlando, FL 32819

ARTICLE IX: PREEMPTIVE RIGHTS

The Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

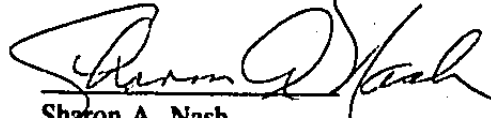
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22ND day of April, 1996.



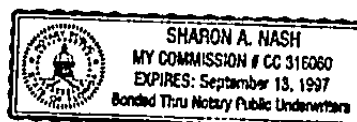
DOYLE E. COTTRELL, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22ND day of April, 1996 by DOYLE E. COTTRELL, Incorporator of DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced FL DRIVER'S License as identification.



Sharon A. Nash
Notary Public-State of Florida



DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

FRANK G. FINKBEINER, is hereby designated as Registered Agent for DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC., a corporation formed and existing under the laws of the State of Florida.

The designated registered office of the registered agent is 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

DATED this 22ND day of April, 1996.

BY: DE COTTRELL
DOYLE E. COTTRELL, Director

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared the undersigned, DOYLE E. COTTRELL, who upon being first duly sworn, deposes and says that he is the Director of DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC., and that he has read the above and that the same is true and correct to the best of his knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 22ND day of April, 1996.

Sharon A. Nash
Notary Public -

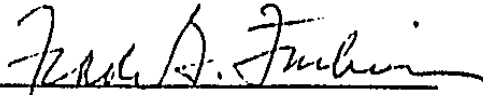
My Commission Expires:



FILED
96 APR 23 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT

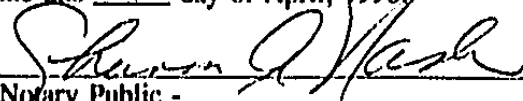
I HEREBY CERTIFY that I accept the designation of Registered Agent of DOYLE E.
COTTRELL, P.E. & ASSOCIATES, INC.

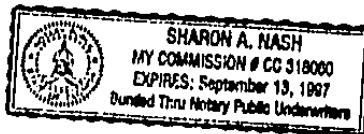

FRANK G. FINKBEINER

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared FRANK G.
FINKBEINER, well known to me to be the person described herein and who certified before me
that he accepts the designation of Registered Agent of this Corporation.

SWORN TO and subscribed before me this 22 day of April, 1996.


Notary Public -
My Commission Expires:



FILED
96 APR 23 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000036496

LAW OFFICES
FRANK G. FINKBEINER
ATTORNEY AND COUNSELOR AT LAW

105 EAST ROBINSON STREET, SUITE 301
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-0012
FAX (407) 830-8081

FRANK G. FINKBEINER

OF COUNSEL
DWAINE CARR

September 27, 1996

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

700001964257
-10/03/96--01085-006
*****35.00 *****35.00

RE: ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC.

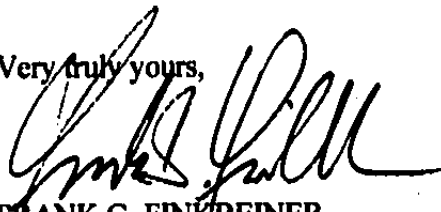
Gentlemen:

Please file the enclosed Articles of Amendment regarding the above referenced matter. A check in the amount of \$35.00 to cover the filing fee is enclosed.

We are enclosing a copy of the Amendment with the request that you write the filing information thereon and return to this office.

Thank you for your courtesy.

Very truly yours,


FRANK G. FINKBEINER

FGF:sn
encls.

FILED
96 OCT -3 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 10-7
NC

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF**

DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC.

FILED
56 OCT -3 AM 11:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The present name of this Corporation is DOYLE E. COTTRELL, P.E. & ASSOCIATES, INC.
2. The following Amendments to the Articles of Incorporation were adopted by the Shareholders and Directors of the corporation on the 23rd day of September, 1996, in the manner prescribed by the Florida General Corporation Act.

ARTICLE I

The name of the Corporation as shown in the Articles of Incorporation of said Corporation is hereby amended to read:

The name of the corporation is: **CREDENCE ENVIRONMENTAL GROUP, INC.**

3. The number of shares of the Corporation outstanding at the time of the adoption was 1,000 shares and the number of shares entitled to vote thereon was 1,000.

4. The number of shares voted in favor of such Amendment was 1,000 and no shares were voted against Amendment.

DATED the 27th day of September, 1996.

CREDENCE ENVIRONMENTAL
GROUP, INC.

BY: [Signature]
DOYLE E. COTTRELL, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27 day of September, 1996, by DOYLE E. COTTRELL, the (President) (Vice President) (Secretary) of CREDENCE ENVIRONMENTAL GROUP, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.
(type of identification)

[Signature]
Notary Public -
My Commission Expires:

