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JOHNSTON, HARRIS, GERDE, JELKS & SMITH, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

210 EAST FOURTH STREET

PANAMA CITY, FLORIDA 32401

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JERRY W. GERDE

ALLEN N. JELKS, JR.

DOUGLAS L. SMITH

May 7, 1996

MAYO C. JOHNSTON

(1992-1993)

WILLIAM E. HARRIS

(1993-1994)

Corporate Records Bureau
DEPARTMENT OF STATE
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

0000001814250
-05/08/96--01017--006
***122.50 ***122.50

Re: Professional Consultants Environmental, Inc.

Dear Sir or Madame:

Please find enclosed herewith the original and a copy of proposed Articles Of Incorporation for the new corporation to be known as Professional Consultants Environmental, Inc., together with a check in favor of the Secretary Of State in the amount of \$122.50 for the following fees:

Filing Fee:	\$ 35.00
Certification of Copy:	52.50
Designation Of Registered Agent:	<u>35.00</u>
Total:	\$122.50

Please note that Article V in the Articles Of Incorporation designates the place of business of the Corporation and the name and address of the Registered Agent.

Your assistance in filing same, and in forwarding the Certified Copy to me, would be most appreciated. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE, JELKS & SMITH, P.A.

Allen N. Jelks, Jr.

Allen N. Jelks, Jr.

Enclosures.

cc: Margaret A. Leonard

5-7-96:B-6:letters\secst.let

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
96JAN-0 8AM/12:20

gg 5/15/96

ARTICLES OF INCORPORATION
OF

FLORIDA STATE
CORPORATIONS
26 MAY -9 AM 11:21

PROFESSIONAL CONSULTANTS ENVIRONMENTAL, INC.

The undersigned subscriber to these Articles Of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is PROFESSIONAL CONSULTANTS ENVIRONMENTAL, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

ARTICLE III - DURATION

This Corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$10.00 per share.

ARTICLE V - PRINCIPAL OFFICE ADDRESS
AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this Corporation is: 2611 Shoreline Avenue, Panama City, Florida 32405, and the name of the initial registered agent of this Corporation is Margaret A. Leonard, whose address is 2611 Shoreline Avenue, Panama City, Florida 32405, who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation. The street address of the registered agent of this Corporation is 2611 Shoreline Avenue, Panama City, Florida 32405.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Margaret A. Leonard
2611 Shoreline Avenue
Panama City, Florida 32405

ARTICLE VII - INCORPORATOR

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

Margaret A. Leonard
2611 Shoreline Avenue
Panama City, Florida 32405

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles Of Incorporation under the laws of the State of Florida, this 7th day of May, 1996.

Margaret A. Leonard
MARGARET A. LEONARD
Incorporator and Registered Agent

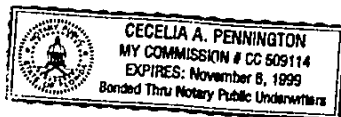
STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 7th day of May, 1996, by MARGARET A. LEONARD, who:

[] is personally known to me.

[☒] produced a current driver's license as identification
FL # L563-561-52-835 (state and number)

[] produced _____ as identification



Cecelia A. Pennington
NOTARY PUBLIC Comm. No. CC 509114
(Type or Print Name of Notary)
My Commission Expires: 11-8-99

AHJ:2/6/96:cap
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FILED
SECRETARY OF STATE
CORPORATIONS
96 MAY -9 AM 11:21