

JUN-13-1996 14149
6/13/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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EMPIRE CORPORATE KIT COMPANY
1492 W. LAQLE ST
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3884
FAX: (305) 541-3770

((H96000008315)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MERRITT ENGINEERS AND ASSOCIATES, INC.
FAX AUDIT NUMBER: H96000008315

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/13/1996

TIME REQUESTED: 14:23:22

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CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

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96 JUN 13 PM 3:30

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EMPIRE CORPORATE KIT

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(11)

**ARTICLES OF INCORPORATION
OF
MERRITT ENGINEERS AND ASSOCIATES, INC.**

ARTICLE I - NAME

The name of this corporation is MERRITT ENGINEERS AND ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation may engage in any services permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 Dollar par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT**

The principal place of business of this corporation is 1825 Ponce de Leon Blvd., Suite 240, Coral Gables, Florida 33134 and the initial registered agent and his address is: Michael F. Kashtan,

Esquire, Daniels, Kashtan & Fornaris, P.A., 241 Sevilla Avenue, PH-

Prepared by Michael F. Kashtan, Esquire
Daniels, Kashtan & Fornaris, P.A.

Two Alhambra Plaza, Suite 810
Coral Gables, Florida 33134
Florida Bar No. 382603

305-448-7989

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2, Coral Gables, Florida 33134.

ARTICLE VII - INITIAL BOARD
OF DIRECTORS

This corporation shall have directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director or more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is (are):

NAME(S)

ADDRESS(ES)

Lisa G. Merritt, P.E.

1825 Ponce de Leon Blvd.
Suite 240
Coral Gables, FL 33134

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

NAME(S)

ADDRESS(ES)

Lisa G. Merritt, P.E.

1825 Ponce de Leon Blvd.
Suite 240
Coral Gables, FL 33134

IX
OFFICERS

The names and addresses of the initial officers of this corporation are:

NAME(S)

ADDRESS(ES)

Lisa G. Merritt, P.E. (President)

1825 Ponce de Leon Blvd.
Suite 240
Coral Gables, Florida 33134

ARTICLE X - INDEMNIFICATION

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

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have executed these Articles of Incorporation on the 12 day of June, 1996.

Lisa Therritt

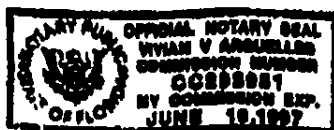
STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Lisa G. Merritt, known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and she acknowledges before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12th day of June, 1996.

Quinn A. Craville
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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EMPIRE CORPORATE KIT

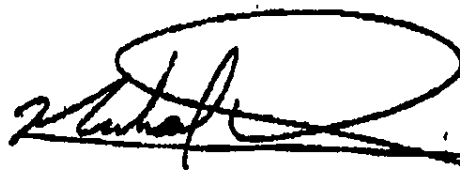
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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OR AGENT
UPON WHOM PROCESS MAY BE SERVED**

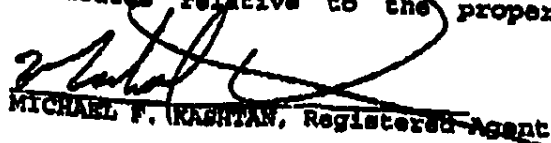
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First, that MERRITT ENGINEERS AND ASSOCIATES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1825 Ponce de Leon Boulevard, Suite 240, Coral Gables, Florida 33134, has named Michael F. Kashdan, Esq. as its agent to accept service of process within Florida.

DATED: June 15, 1996



Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


MICHAEL F. KASHDAN, Registered Agent

Dated: June 15, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TOTAL P.19

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