

P96000052635
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/19/96--01155--011
*****78.75 *****78.75

INTERNATIONAL ENGINEERING ASSOCIATES, INC.

SUBJECT: _____
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: _____
Name (printed or typed)

ALBERT C. NELSON
315 S.E. MIZNER BLVD.
SUITE 200
BOCA RATON, FLA. 33432

Address

City, State & Zip

407-391-9499

Daytime Telephone number

FILED
96 JUN 19 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/2/96
RO

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

INTERNATIONAL ENGINEERING ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

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

315 S.E. Mizner Boulevard
Suite 200
Boca Raton, Florida 33432

with the privilege of having branch offices at other places within or without the State of Florida, and in foreign countries, as may be necessary or convenient and as may be determined by the Board of Directors of this corporation.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 shares of voting common stock of par value of \$1.00 per share

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Albert C. Nelson
315 S.E. Mizner Boulevard
Suite 200
Boca Raton, Florida 33432

ARTICLE V INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Albert C. Nelson
315 S.E. Mizner Boulevard
Suite 200
Boca Raton, Florida 33432

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05 JUN 19 PM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE VII

This corporation shall begin business with a capital of not less than \$500.

ARTICLE VIII

This corporation shall exist perpetually

ARTICLE IX

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) director and not more than five (5) directors.

ARTICLE X

The name and address of the first Board of Directors of this corporation, who shall hold office for the first year of existence of this corporation, or until their successors are elected and have qualified, are as follows.

NAME	ADDRESS
Albert C. Nelson	315 S.E. Mizner Boulevard Suite 200 Boca Raton, Florida 33432

ARTICLE XI

The name and address of the officers of this corporation, who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAME	ADDRESS	OFFICE
Albert C. Nelson	315 S.E. Mizner Blvd Suite 200 Boca Raton, Fla. 33432	President/ Secretary/ Treasurer

Pursuant to Article XIII, SECTION 4 of the Articles of Incorporation the above stated officer is a licensed Professional Engineer in the State of Florida holding registration number 6664.

ARTICLE XII

The name and address of each subscriber of these Articles of Incorporation together with the number of shares of stock each agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
Albert C. Nelson	315 S.E. Mizner Blvd. Suite 200 Boca Raton, Florida 33432	10,000

ARTICLE XIII

Special provisions for the regulation and government of this corporation are:

SECTION 1. The annual meeting of the stockholders and Board of Directors of this corporation shall be fixed by the By-Laws.

SECTION 2. Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida.

SECTION 3. The officers of this corporation shall be a President, Secretary, and Treasurer, and such other officers as the Board of Directors may deem necessary. Any person may hold two or more of said offices.

SECTION 4. Directors of this corporation need not be stockholders; officers of this corporation need not be stockholders; and officers of this corporation need not be directors. One or more of the principal officers of the corporation and all personnel of the corporation who act in its behalf as engineers in the State of Florida shall be registered under State Statute 471.001-471.037.

SECTION 5. The By-Laws of this corporation shall be made by the Board of Directors and may be amended by the Board of Directors.

SECTION 6. The Directors may, by resolution, designate two or more of their number to constitute an executive committee, with such authority as set forth in the resolution or subsequent resolutions.

ARTICLE XIV

The Board of Directors may authorize, and the corporation may pay dividends on its shares in cash, property, its own shares or other distribution to its shareholders subject to any restrictions contained in the Articles of Incorporation, the requirements of the Business Corporation Act and to all applicable provisions of the law.

ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Notwithstanding the above provisions of this Article and unless otherwise provided in the Articles of Incorporation, if this corporation has 35 or fewer shareholders then, pursuant to the provisions of the Business Corporation Act the shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting of the shareholders for which the notice of the changes to be made is given.

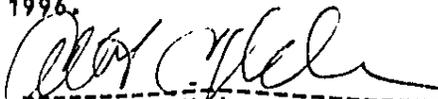
ARTICLE XVI

The provisions of this Charter, and amendments thereof and each and every article and section hereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XVII

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise provided by law if a quorum is present, action on all matters except the election of Directors shall be approved if the votes cast by the holders of the shares represented at the meeting entitled to vote favoring the action exceed the votes opposing the action. Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of June 1996.



Albert C. Nelson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
JUN 19 11:29
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

INTERNATIONAL ENGINEERING ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

ALBERT C. NELSON
315 S.E. HIZNER BLVD.
SUITE 200
BOCA RATON, FLA. 33432

(NAME)

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

6/17/96
(DATE)