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GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

June 28, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

200001881252
-07/02/96--01041--004
****122.50 ****122.50

Re: JACKMAN ASSOCIATES, INC.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Jackman Associates, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered Agent's certificate	\$ 35.00
TOTAL	\$ 122.50

FILED
96 JUL -1 AM 9:29
TALLAHASSEE, FLORIDA

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.


Donald S. Hart, Jr.

DSH/BJ
dah:352

Enclosures

cc: Thomas A. Jackman, Ph.D.

SAB
7/3/96

ARTICLES OF INCORPORATION
OF
JACKMAN ASSOCIATES, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of JACKMAN ASSOCIATES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:
Jackman Associates, Inc.

ARTICLE II. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the business of environmental, business, and management consulting, and to engage in every aspect and phase of related businesses; and

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is:

10329 Carroll Cove Place
Tampa, Florida 33612

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Thomas A. Jackman, Ph.D.	10329 Carroll Cove Place Tampa, Florida 33612

ARTICLE V. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract, with a value, in the judgment of the Board of Directors, that is adequate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 10329 Carroll Cove Place, Tampa, Florida 33612, and the name of the corporation's initial registered agent at that address is Thomas A. Jackman, Ph.D.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Thomas A. Jackman, Ph.D.

10329 Carroll Cove Place
Tampa, Florida 33612

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: June 19, 1996.



Thomas A. Jackman, Ph.D.,
as incorporator

JACKMAN ASSOCIATES, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That JACKMAN ASSOCIATES, INC., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 10329 Carroll Cove Place, Tampa, Florida 33612, has named Thomas A. Jackman, Ph.D., as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Jackman Associates, Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: June 19, 1996.


Thomas A. Jackman, Ph.D.

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96 JUL -1 AM 9:29
TAMPA, FLORIDA