

P960000065085

JAMES A. HAUSER, P.A.

ATTORNEY AT LAW

SUITE 405

3101 CORAL WAY

MIAMI, FLORIDA 33145-3213

TELEPHONE (305) 520-1800

FACSIMILE (305) 520-0320

August 1, 1996

FILED
JUL 2 1996
FBI - MIAMI

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

8-1-96

VIA FEDERAL EXPRESS

600001911766
-08/02/96--01061--018
****122.50 ****122.50

Re: Environmental Planning Group, Inc.
Our File No. 317.10

Gentlemen:

Please file the enclosed Articles of Incorporation of Environmental Planning Group, Inc.
and return a certified copy to me.

Enclosed is our check, in the amount of \$122.50, in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

Total Enclosed \$ 122.50

Please utilize the enclosed FedEx airbill to return the certified copy of the articles of
incorporation to us as soon as possible.

Thank you for your assistance.

Sincerely,



TheresaLynne Cutchins
Legal Assistant

Enclosures

AL JUL - 5 1996

ARTICLES OF INCORPORATION
OF

FILED

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ENVIRONMENTAL PLANNING GROUP, INC.

EFFECTIVE DATE
8-1-96

ARTICLE I - NAME

The name of this Corporation is Environmental Planning Group, Inc., whose mailing address is 285 Sevilla, Coral Gables, Florida 33134.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are executed.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3191 Coral Way, Suite 405, Miami, Florida 33145-3213. The name of the initial registered agent at such address is James A. Hauser.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have the following directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
J. Frederic Blistein	285 Sevilla Coral Gables, Florida 33134
Alexander Byron	285 Sevilla Coral Gables, Florida 33134
James A. Hauser	3191 Coral Way, Suite 405 Miami, Florida 33145-3213

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders, Officers or Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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 X - INCORPORATOR

The name and the address of the person signing these Articles is James A. Hauser,
3191 Coral Way, Suite 405, Miami, Florida 33145-3213.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in
these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation
Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation, this 1st day of August, 1996.



James A. Hauser, Incorporator

STATE OF Florida)

COUNTY OF Dade)

Before me, a Notary Public authorized in the State and County set forth above,
personally appeared James A. Hauser, personally known to me ~~or who produced~~ _____
~~as identification~~, and known by me to be the person, who, as Incorporator, executed the
foregoing Articles of Incorporation of Environmental Planning Group, Inc. and he acknowledged
before me that he executed those Articles of Incorporation.

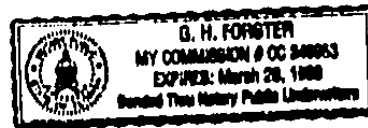
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the State and County aforesaid, this 1st day of August, 1996.



Notary Public

Typed/Printed Name of Notary:

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

FILED

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the foregoing corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 1st day of August, 1996.


James A. Hauser, Registered Agent

317.10

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JAMES A. HAUSER, P.A.

ATTORNEY AT LAW

SUITE 408

3191 CORAL WAY

MIAMI, FLORIDA 33148-3213

TELEPHONE (305) 529-1900

FACSIMILE (305) 529-0320

May 14, 1997

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

500002181525-1-8
-05/16/97--01079--008
*****87.50 *****87.50

Re: Environmental Planning Group, Inc.
Our File No. 371.10

Gentlemen:

Please file the enclosed Articles of Amendment of the Articles of Incorporation of Environmental Planning Group, Inc. and return a certified copy to me.

Enclosed is our check, in the amount of \$87.50, in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
Total Enclosed	\$ 87.50

Thank you for your assistance.

Sincerely,

Gwendolyn H. Forster
Gwendolyn H. Forster

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Enclosures
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
ENVIRONMENTAL PLANNING GROUP, INC.

Document No. P96000065085

(Pursuant to Florida Statutes, Section 607.1006)

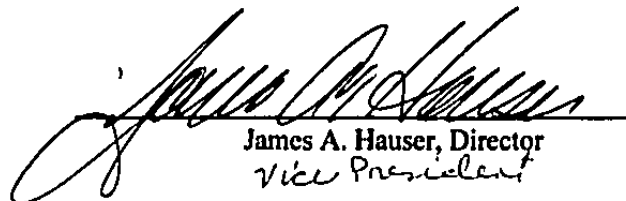
ENVIRONMENTAL PLANNING GROUP, INC., a corporation organized and existing under and by virtue of Florida Statute 607, as amended, does hereby certify as follows:

FIRST: The Articles of Incorporation of ENVIRONMENTAL PLANNING GROUP, INC. are hereby amended by amending Article I - Name, as follows: "The name of the corporation is ENVIRONMENTAL PLANNING & DEVELOPMENT GROUP, INC."

SECOND: This Amendment herein certified shall become effective at the close of business on the date this Certificate is filed with the Secretary of State of Florida, in accordance with the Florida General Corporations Act.

THIRD: This Amendment was unanimously approved by the Shareholders and adopted by the Board of Directors on May 1, 1997.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 1 day of May, 1997.



James A. Hauser, Director
Vice President

(Corporate Seal)