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LAND USE & ENVIRONMENTAL LAW
INVERSE CONDEMNATION & CIVIL RIGHTS

OIL & HAZARDOUS SUBSTANCE SPILLS
ADMINISTRATIVE LAW

MATTSON & TOBIN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS
POST OFFICE BOX 588
FIRST STATE BANK BUILDING, RM 07.0
KEY LARGO, FLORIDA 33037
TELEPHONE 305-855-3388

JAMES B. MATTSON, PH.D.
ANDREW M. TOBIN

LINDA R. HOWE, CLA

MOI MAIL ID 388-1871
TELEX 650-388-1871 MOI UW

August 1, 1996

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

Dear Sir or Madam:

Enclosed are the Articles of Incorporation and Acceptance of Registered Agent for Public Land Consultants, Inc., along with our check for the \$70.00 filing fee. Please send us the appropriate copies and certificates.

Sincerely yours,
MATTSON & TOBIN


Andrew M. Tobin
For the Firm

AMT/cjg

Enclosures

FILED
95 AUG -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-6-96
118

**ARTICLES OF INCORPORATION
OF PUBLIC LAND CONSULTANTS, INC.**

FILED
26 AUG -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, competent to contract, heroby make, subscribe, acknowledge and file the following Articles of Incorporation, pursuant to chapter 607 Florida Statutes, as follows:

Name of Corporation

1. The corporate name shall be PUBLIC LAND CONSULTANTS, INC.

Principal Office and Mailing Address

2. The principal office and mailing address of the principal office is 97670 Overseas Highway, First State Bank Building, 2nd Floor, Key Largo, FL 33037.

Number of Shares

3. The aggregate number of shares the corporation is authorized to issue is one hundred (100) shares. Such shares shall be of a single class, and shall have a par value of ten dollars (\$10) per share.

Stockholders Rights

4. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the corporation or any of the holders thereof.

Initial Registered Office and Agent

5. The street address of the corporations initial registered office and the name of its initial registered agent at that office is Andrew M. Tobin, 97670 Overseas Highway, First State Bank Building, 2nd Floor, Key Largo, FL 33037.

Incorporator's Name and Address

6. The name and address of each incorporator is James S. Mattson, and Andrew M. Tobin, 97670 Overseas Highway, First State Bank Building, 2nd Floor, Key Largo, FL 33037.

Board of Directors

7. The corporation shall have no board of directors and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders.

Purpose of Corporation

8. The purpose for which the corporation is organized is to carry on any business whatsoever that the corporation may deem

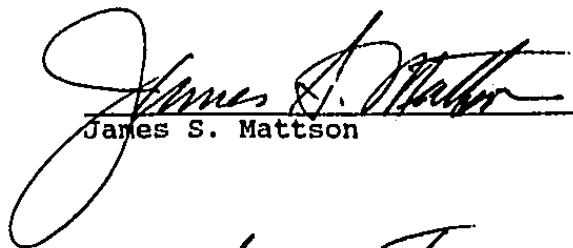
proper or convenient, and to have and to exercise all powers conferred by the laws of the State of Florida. The foregoing statement of purpose shall not be construed as to limit, in any manner, the powers of the corporation to engage in any lawful activity.

Corporate Existence

9. The corporation shall exist perpetually until dissolved by due process of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on the 30th day of July, 1996, for the purpose of forming this corporation under the laws of the State of Florida.

INCORPORATORS:


James S. Mattson


Andrew M. Tobin

STATE OF FLORIDA
COUNTY OF MONROE

FILED
56 AUG-5 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personally appeared, before me, James S. Mattson, who
acknowledged signing the foregoing Articles of Incorporation for
the purposes set forth therein.

Cynthia J. Gallant
Notary Public

STATE OF FLORIDA
COUNTY OF MONROE



CYNTHIA J. GALLANT
My Commission CG618538
Expires Mar. 18, 2000

Personally appeared, before me, Andrew M. Tobin, who
acknowledged signing the foregoing Articles of Incorporation for
the purposes set forth therein.

Cynthia J. Gallant
Notary Public



CYNTHIA J. GALLANT
My Commission CG618538
Expires Mar. 18, 2000

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been named to accept service of
process for the above stated corporation, at the place designated
in the Articles of Incorporation, hereby agree to act in this
capacity, and further agree to comply with the provisions of all
statutes relative to the proper and complete performance of the
duties and obligations of section 607.0505 Florida Statutes.

Dated this 30th day of July, 1996.

Andrew M. Tobin
Andrew M. Tobin