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JEFFREY P. ZANE *
MICHAEL S. SINGER, J.D., LL.M.
* MEMBER OF
FLORIDA & NEW YORK BAR

SINGER AND ZANE, P.A.
NORTHPOINT CORPORATE CENTER
701 NORTHPOINT PARKWAY
SUITE 330
WEST PALM BEACH, FLORIDA 33407

TELEPHONE (407) 471-1002
NATIONWIDE (800) 226-1484
TELEFAX (407) 471-8777

REPLY TO:
WEST PALM BEACH

MIAMI OFFICE
1870 MADRUGA AVENUE
PENTHOUSE ONE
CORAL GABLES, FLORIDA 33416
(305) 865-4888

FILED
STATE
SECRETARY OF
DIVISION OF
96 SEP 30 PM 3:21

September 27, 1996

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

500001960505
-10/01/96--01032--019
245.00 **122.50

Re: ACI Architects, Inc.
STH Architects, Inc.

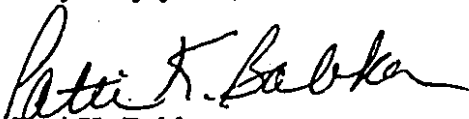
Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-named corporations, along with a check to cover the following expenses for both:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50 x 2 = \$245.00

Please return the certified copies to our office. Thank you for your attention to this matter. Should have any questions, please do not hesitate to contact our office.

Very truly yours,


Patti K. Babka,
Legal Assistant

Enclosures as Stated

D. BROWN OCT - 3 1996

**ARTICLES OF INCORPORATION
OF
STH ARCHITECTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 3:21

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of this corporation is STH ARCHITECTS, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific purpose of the corporation is to provide a broad range of architectural and consulting services.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

4.02 The minimum amount of paid-in capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE FIVE

5.01 The street address of the initial corporate office of the corporation is 515 North Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

5.02 The name and address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Michael S. Singer, Esquire, 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is Michael S. Singer, Esquire, 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN

7.01 Two (2) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Paul Twitty	515 North Flagler Drive West Palm Beach, FL 33401
William Hanser	515 North Flagler Drive West Palm Beach, FL 33401

ARTICLE EIGHT

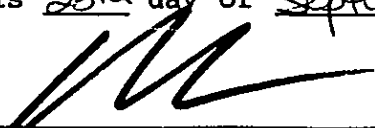
Nothing in these articles of incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

The effective date of this corporation shall be the filing date of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation this 23rd day of September, 1996.

By _____


MICHAEL S. SINGER
Incorporator

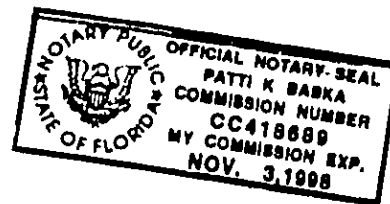
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared
MICHAEL S. SINGER, to me to be the person described in and who
subscribed the above and foregoing Articles of Incorporation; and
who acknowledged that he made and subscribed the same for the
purposes and uses set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official
seal in the above-named County and State this 23rd day of
September, 1996.

Patti K. Babka
Notary Public

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 3:21

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service of Process within This State, Naming Agent Upon Whom
Process May be Served and Names and Addresses of the Officers
and Trustees.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes.

STH ARCHITECTS, INC., a corporation organized under the laws
of the State of Florida, with its principal office at 515 North
Flagler Drive, Suite 1400, West Palm Beach, Florida 33401, has
named MICHAEL S. SINGER, ESQUIRE located at 701 Northpoint Parkway,
Suite 330, West Palm Beach, Florida 33407, as its agent to accept
service of process within this State.

OFFICERS

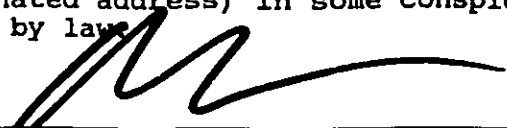
<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
WILLIAM HANSER	President/ Secretary	515 North Flagler Dr. West Palm Beach, FL 33401
PAUL TWITTY	Vice President/ Treasurer	515 North Flagler Dr. West Palm Beach, FL 33401

DIRECTORS

WILLIAM HANSER	515 North Flagler Dr. West Palm Beach, FL 33401
PAUL TWITTY	515 North Flagler Dr. West Palm Beach, FL 33401

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to
keep the office open during prescribed hours; to post my name (and
any other officers of said corporation authorized to accept service
or process at the Florida designated address) in some conspicuous
place in the office as required by law.



MICHAEL S. SINGER
Registered Agent

P96000081958

JEFFREY P. ZANE *

MICHAEL S. SINGER, J.D., LL.M.

* MEMBER OF
FLORIDA & NEW YORK BAR

SINGER AND ZANE, P.A.

NORTHPOINT CORPORATE CENTER

701 NORTHPOINT PARKWAY

SUITE 330

WEST PALM BEACH, FLORIDA 33407

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REPLY TO:
WEST PALM BEACH

MIAMI OFFICE
1870 MADRUSA AVENUE
PENTHOUSE ONE
CORAL GABLES, FLORIDA 33416
(305) 668-4588

FILED
96 OCT 28 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 24, 1996

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

000001389060--7
-10/29/96--01120--014
*****70.00 *****35.00

Re: Articles of Amendment
STH Architects, Inc.
ACI Architects, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment for the above-referenced corporations. Also enclosed is our check in the amount of \$70.00 for the filing fee. I have enclosed an extra copy which I would request you date stamp and return to our office in the enclosed envelope.

Should you need anything further, please do not hesitate to contact me.

Very truly yours,

Patti K. Babka
Patti K. Babka,
Legal Assistant

Enclosures as Stated

N/c

VS NOV 1 1996

ARTICLES OF AMENDMENT
FOR STH ARCHITECTS, INC.

FILED
96 OCT 28 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Section 607.1001, the Articles of
Incorporation of the above-named corporation are hereby amended as
follows:

1. Article I shall be restated in its entirety to state:
The name of the corporation shall be STH ARCHITECTURAL GROUP, INC.

2. Pursuant to Section 607.1003, Florida Statutes, the
foregoing amendment was proposed to the Shareholders by the Board
of Directors and the number of votes cast for the amendment by the
shareholders was sufficient for approval. The amendment was
adopted on October 15, 1996.

Accordingly we have executed these Articles of Amendment on
October 15, 1996.



PAUL TWITTY, Director



WILLIAM HANSER, Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th
day of October, 1996, by PAUL TWITTY and WILLIAM HANSER who are the
Directors of STH ARCHITECTS, INC., on behalf of the Corporation and
who are personally known to me.



NOTARY PUBLIC

My Commission Expires:

