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TALLAHASSEE, FL 32301-2607
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PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 159861 126228A

AUTHORIZATION :

Patricia Pyper

COST LIMIT : \$ 122.50

ORDER DATE : November 19, 1996

ORDER TIME : 10:31 AM

EFFECTIVE DATE

ORDER NO. : 159861-005

11.15.96

300002008143--3

CUSTOMER NO: 126228A

CUSTOMER: Kathy Roberts, Legal Assistant
R. LAWRENCE HEINKEL, P.A.

Suite 150, Tax Solution Center
201 West Canton Avenue
Winter Park, FL 32789

DOMESTIC FILING

NAME: JOHN EWSEYCHIK & ASSOCIATES,
P.A.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 19 AM 8:19

FILED

DIVISION OF CORPORATION

96 NOV 19 AM 11:27

RECEIVED

KR
11.20.96

**ARTICLES OF INCORPORATION
OF**

JOHN EWSEYCHIK & ASSOCIATES, P.A.

EFFECTIVE DATE
11.15.96

96 NOV 13 AM 8:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name, Principal Place of Business, Effective Date and Duration

The name of the Corporation is JOHN EWSEYCHIK & ASSOCIATES, P.A. The principal place of business of the Corporation is 620 Crown Oak Centre Drive, Longwood, Seminole County, Florida 32750. The effective date of incorporation is November 15, 1996. The duration of the Corporation is perpetual.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 620 Crown Oak Centre Drive, Longwood, Seminole County, Florida 32750. The name of the registered agent at such address is John Ewseychik.

Article III

Corporate Purposes, Powers and Rights

The general purpose for which this Corporation is organized shall be:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a landscape architect duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice as landscape architects therein.

2. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

3. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the Corporation; and, in general, either alone or in association with other corporations, firms or individuals,

to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

4. It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 or Chapter 621 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

Article IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock") \$1.00 par value per share.

2. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a landscape architect under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

Article V

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

John Ewseychik

620 Crown Oak Centre Drive
Longwood, Florida 32750

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

Article VI

Board of Directors

1. The initial number of directors of this Corporation shall be one (1).

2. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.

3. The name and street address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

Name

Address

John Ewseychik

620 Crown Oak Centre Drive
Longwood, Florida 32750

4. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the Corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

5. Each Director shall be a landscape architect duly licensed to render services as such under the laws of the State of Florida.

Article VII

Shareholders

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a landscape architect under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

Article VIII

Director and Shareholder Action by Consent

Any corporate action upon which a vote of directors or a committee thereof or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders having less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

Article IX

Indemnification

The Corporation shall indemnify and hold harmless any officer or Director to the fullest extent permitted by law.

Article X

Records

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida, at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

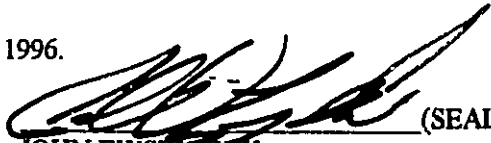
Article XI

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Executed this 12th day of November, 1996.

 (SEAL)
JOHN EWSEYCHIK
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Be it remembered, that on this 12th day of November, 1996, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, JOHN EWSEYCHIK, a party to the foregoing Articles of Incorporation, known to me personally to be such, and I having first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.


Notary Public - State of Florida



KATHLEEN M. ROBERTS
My Commission CC517348
Expires Dec. 11, 1999

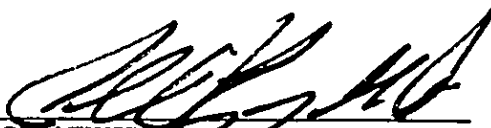
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Business Corporation Act, the following is submitted:

JOHN EWSEYCHIK & ASSOCIATES, P.A., with its place of business at 620 Crown Oak Centre Drive, Longwood, Seminole County, Florida 32750, has named John Ewseychik of 620 Crown Oak Centre Drive, Longwood, Seminole County, Florida 32750, as its agent to accept service of process within Florida.

Having been named to accept service of process for JOHN EWSEYCHIK & ASSOCIATES, P.A., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 12th day of November, 1996.


JOHN EWSEYCHIK
Registered Agent

FILED
96 NOV 19 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA