

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: CGS Consulting

Engineers Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

DIVISION OF CORPORATIONS

RECEIVED
96 DEC -3 AM 10

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY APP _____

WALK-IN
Will Pick Up 12-3 1200

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
CGS CONSULTING ENGINEERS, INC.

FILED
96 DEC -3 PM 12:45
CLERK OF THE
COURT, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

Article 1

Name

The name of this corporation shall be:

CGS CONSULTING ENGINEERS, INC.

Article 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1543 Kingsley Avenue, Building #2
Orange Park, FL 32073

Article 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

Article 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 3000, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Timothy A. Andreu, Hoyt, Colgan & Andreu, P.A. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

Article 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

Article 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial directors are:

Name

Address

Theresa M. Smith

Post Office Box 1476
Orange Park, FL 32067-1476

C. Gordon Smith

Post Office Box 1476
Orange Park, FL 32067-1476

Article 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Timothy A. Andreu	3000 Barnett Plaza 101 E. Kennedy Boulevard Tampa, Florida 33602

Article 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

Article 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

Article 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

Article 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

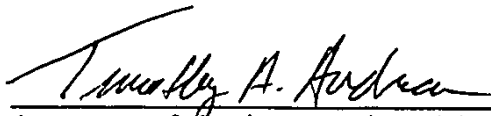
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

Timothy A. Andru

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Timothy A. Andreu, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 2nd day of December, 1996.



Acceptance of Service as Registered Agent

FILED
96 DEC -3 PM 12:45
CLERK OF DISTRICT COURT
JAN 1 1997