

RICHARD L. ROGERS, P. A.

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RICHARD L. ROGERS

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December, 19

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

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Re: JACKSON KIRSCHNER ARCHITECTS & ASSOCIATES, P.A.

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following: Filing Fee - \$35.00; Certified Copy - \$52.50; Registered Agent Designation - \$35.00.

Please file the Articles of Incorporation and return a certified copy to the undersigned. Thank you for your courtesies in this matter.

Very truly yours,
[Signature]
RICHARD L. ROGERS

RLR/man

Enclosures

FILED
96 DEC -9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 12/11

ARTICLES OF INCORPORATION
OF
JACKSON KIRSCHNER ARCHITECTS & ASSOCIATES, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, being duly licensed to practice architecture under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I.

NAME

The name of the professional service corporation is JACKSON KIRSCHNER ARCHITECTS & ASSOCIATES, P.A.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 4067 Mallard Drive, Melbourne, Florida 32934. Said principal office of the corporation may be changed from time to time as determined by the Board of Directors of the corporation.

ARTICLE III.

PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of architecture. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV.

TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is five hundred (500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. All common stock or shares shall be identical with each other in every respect, and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote. None of the shares of this corporation may be issued to anyone other than an individual duly licensed as an architect in the State of Florida.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1135 South Washington Avenue, Suite A, Titusville, Florida 32780. The name of the initial registered agent at that address is Richard L. Rogers.

ARTICLE VII.

BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The names and addresses of the first board of directors are:

David B. Jackson

4067 Mallard Drive
Melbourne, FL 32934

Andrew Scott Kirschner

738 Loggerhead Island Drive
Satellite Beach, FL 32937

ARTICLE VIII.

SUBSCRIBERS

The names and addresses of the persons signing these articles of incorporation as subscribers are:

David B. Jackson

4067 Mallard Drive
Melbourne, FL 32924

Andrew Scott Kirschner

738 Loggerhead Island Drive
Satellite Beach, FL 32937

ARTICLE IX.

RESTRAINT OF ALIENATION OF SHARES

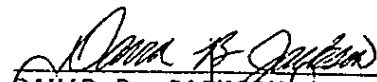
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice architecture in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

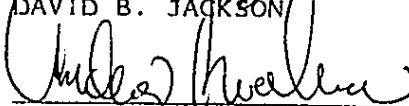
ARTICLE X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation on the 2 day of ~~November~~, ~~1996~~,
DECEMBER.

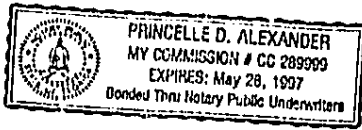


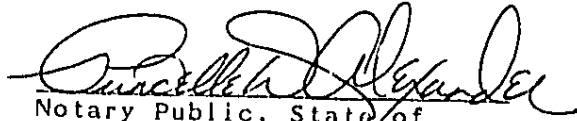
DAVID B. JACKSON


ANDREW SCOTT KIRSCHNER

STATE OF FLORIDA }
COUNTY OF BREVARD }

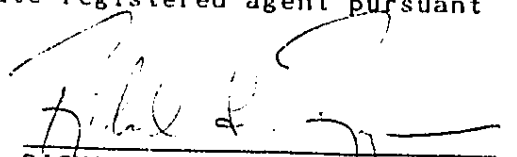
The foregoing articles of incorporation were acknowledged before me on this 02 day of ~~November~~ ^{December}, 1996, by DAVID B. JACKSON and ANDREW SCOTT KIRSCHNER, who produced the following identification FDL# K625017664210
FDL# J250162594270




Notary Public, State of
Florida
Princelle D. Alexander

REGISTERED AGENT AND OFFICE ACKNOWLEDGMENT

I, RICHARD L. ROGERS, having been named in the foregoing articles of incorporation as the registered agent, with my office located at 1135 South Washington Avenue, Suite A, Titusville, Florida, as the initial registered office for the corporate registered agent, hereby accept said appointment and I agree to comply with the provisions of all statutes relative to proper performance of my duties as corporate registered agent pursuant to law.


RICHARD L. ROGERS, Registered
Agent for JACKSON KIRSCHNER
ARCHITECTS & ASSOCIATES, P.A.

FILED
96 DEC -9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA