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TO: DIVISION OF CORPORATIONS  
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION  
076660001006

ACCT#:

CONTACT: REGINA CEPHAS  
PHONE: (302)575-0440  
(302)575-1346

FAX #:

NAME: MCFADYEN/O'BRIANT CONSULTING ENGINEERS, INC.

AUDIT NUMBER.....H97000000946

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
MCFADYEN/O'BRIANT CONSULTING ENGINEERS, INC

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation will be McFadyen/O'Briant Consulting Engineers, Inc.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 4411 Peachtree Ave., Wilmington, NC 28403.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- R. Duncan McFadyen- 4411 Peachtree Ave., Wilmington, NC 28403.  
Robert W O'Briant, Jr- address same as above.  
James R Benson, III- address same as above.
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:  
Shelley L. Dunkelberger - 1313 E. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 8th day of January, 1997.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 8th day of January, 1997 by Shelley L. Dunkelberger.

This document was prepared by, Shelley L. Dunkelberger, 1313 Market Street, Wilmington, DE 19801 (302) 575-0349.

SUSAN M. GRIFFIN  
NOTARY PUBLIC - STATE OF DELAWARE  
MY COMMISSION EXPIRES OCT. 6, 2000

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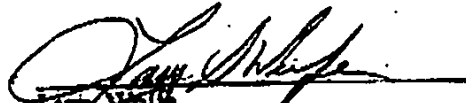
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this McFaydyen/O'Briant Consulting Engineers, Inc. desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Wilmington, NC has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, 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.

  
Larry Wolfe

January 8th, 1997  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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