

MATHISON & MATHISON
ATTORNEYS AT LAW

Frederic T. DeHon, Jr., P.A.

Please Reply To:
PGA Concourse Building

P97000008639

December 16, 1996

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

200002037142--1
-12/24/96--01109--003
*****70.00 *****70.00

Re: Engineering Associates of Florida, Inc.

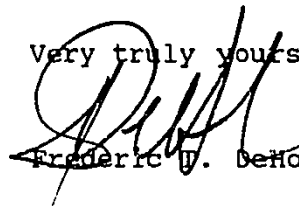
Gentlemen:

Attached please find the following documents for filing with your office for the above-referenced new corporation:

1. Original of the Articles of Incorporation with Acceptance of Designation of Registered Agent at the foot thereof.
2. My client's check payable to your order in the amount of \$70.00 for filing of these Articles and designation of registered agent.

If any additional information is required, please notify me immediately.

Very truly yours,


Frederic T. DeHon, Jr.

FTD, JR.
encls.

cc: Russell P. Jones

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W96-270

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FILED
TALLAHASSEE, FLORIDA
SECTION OF STATE

JAN 29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1997

MATHISON & MATHISON
5606 PGA BLVD.
PGA CONCOURSE BLDG. SUITE 211
PALM BEACH GARDENS, FL 33418

SUBJECT: ENGINEERING ASSOCIATES OF FLORIDA, P.A.
Ref. Number: W96000027085

We have received your document for ENGINEERING ASSOCIATES OF FLORIDA, P.A. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 296A00057512

MATHISON & MATHISON
ATTORNEYS AT LAW

Frederic T. DeHon, Jr., P.A.

Please Reply To:
PGA Concourse Building

January 16, 1997

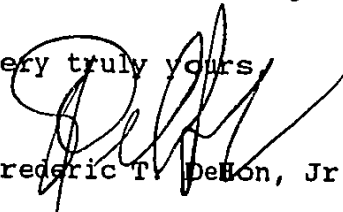
Brenda Baker
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Ref. Number W96000027085

Dear Ms. Baker:

Enclosed you will find the corrected Articles of Incorporation reflecting the change of name from Engineering Associates of Florida, P.A. to Engineering Associates of South Florida, P.A. I have also enclosed a copy of your letter to us for reference. Please call if there is anything else you need to complete this filing. Thank you.

Very truly yours,


Frederic T. DeHon, Jr.

FTD, JR.
encls.

cc: Patricia Jones

ARTICLES OF INCORPORATION
OF
ENGINEERING ASSOCIATES OF SOUTH FLORIDA, P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person of legal age who is licensed or otherwise legally authorized to practice Mechanical Engineering and to perform Mechanical Engineering services in the State of Florida, for the purpose forming a professional corporation in accordance with the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, hereby subscribes to, acknowledges and adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the proposed corporation shall be Engineering Associates of South Florida, P.A.

ARTICLE II
Duration

This corporation shall commence existence on the date of the filing of and acknowledgment of these Articles and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III
Nature of Business

A. This Corporation is formed for the following purposes and shall have the following powers:

1. To engage in mechanical engineering as a professional corporation and to own, lease and/or operate offices for the purpose of providing professional mechanical engineering services.
2. To own real and personal property, to enter into

contracts and agreements, and to engage in any lawful business necessary or appropriate in the rendering of such professional services.

3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida or by the provisions of these Articles of Incorporation.

B. The professional services provided by this corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional mechanical engineering services as a duly licensed mechanical engineer.

ARTICLE IV **Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value capital stock, which shall be designated as common stock.

All the shares of such common stock shall be paid for in cash or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of the corporation, unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

ARTICLE V
Initial Offices and Registered Agent

The street address of the initial principal office of this corporation is 2955 State Road 84, Ft. Lauderdale, Florida 33312. The street address of the initial registered office of this corporation is 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418. The name of the initial registered agent of this corporation at that address is Frederic T. DeHon, Jr., P.A..

ARTICLE VI
Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial director of the corporation who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until a successor is elected or appointed and has qualified is:

Russell P. Jones, P.E., 2955 State Rd 84, Ft. Lauderdale, FL 33312

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation is managed by the stockholders.

ARTICLE VII
Subscriber

The name and address of the person signing these Articles as subscriber is:

Russell P. Jones, P.E., 2955 State Rd 84, Ft. Lauderdale, FL 33312

ARTICLE VIII
Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE IX
Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

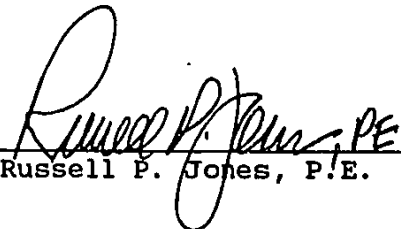
ARTICLE X
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI
Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a Professional Service Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14 day of ~~October~~ ^{NOVEMBER}, 1996.



Russell P. Jones, P.E.

STATE OF ~~FLORIDA~~ KENTUCKY

COUNTY OF ~~WALKER~~ BOYD

BEFORE ME, the undersigned authority, personally appeared Russell P. Jones, P.E., to me well known and known to me to be the individual described in and who has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal
ASHLAND KENTUCKY NOVEMBER
at ~~West Palm Beach, Florida~~, this 14th day of ~~October~~, 1996.

Peggy L. Cornwell

Notary Public, State of ~~Florida~~ KENTUCKY

My commission expires:

PEGGY L. CORNWELL
NOTARY PUBLIC STATE AT LARGE, KY
My commission expires May 24, 1999

(NOTARY SEAL)

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of §§607.0501, et seq., Fla. Stat., and accept the obligations thereof.

Frederic T. DeHon
Registered Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA