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January 21, 1997

Department of State
Division of Corporations
NEW FILING DIVISION
Post Office Box 6327
Tallahassee, Florida 32314

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-01/24/97--01068--007
*****78.75 *****78.75

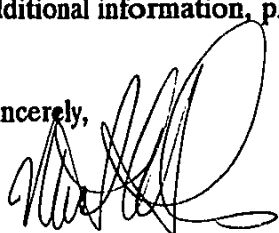
RE: Capital Asset Engineering, Inc.

Dear Sir/Madam:

Enclosed please find Capital Asset Engineering, Inc.'s Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office, and a check in the amount of \$78.75 for your certificate and filing fees.

Should you have any questions or desire additional information, please do not hesitate to contact my office.

Sincerely,


Michael D. Allweiss

FILED
97 JAN 24 PM 12:55
SECRET
TALLAHASSEE, FLORIDA

MDA/mlw

Encls.

cc: Capital Asset Engineering, Inc.

2/2
1-29-97

**ARTICLES OF INCORPORATION
OF
CAPITAL ASSET ENGINEERING, INC.**

97 JAN 24 PM 12:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607.0202 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be CAPITAL ASSET ENGINEERING, INC.

ARTICLE II - PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office and mailing address shall be at 10650 72nd Street, Largo, Pinellas County, Florida 33777.

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share.

ARTICLE IV - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 10650 72nd Street, Largo, Florida 33777.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be FRANCIS MASYADA.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is:

Name
FRANCIS MASYADA

Address
10650 72nd Street
Largo, FL 33777

MICHAEL R. TARDIF

10650 72nd Street
Largo, FL 33777

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws
of the State of Florida, the undersigned executed these Articles of Incorporation on this
___ day of ___, 1997.

By: Michael R. Tardif
MICHAEL R. TARDIF

By: Francis Masyada
FRANCIS MASYADA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CAPITALASSET ENGINEERING, INC.

2. The name and address of the registered agent and office is:

FRANCIS MASYADA
(Name)

10650 72nd Street
(P.O. Box not acceptable)

Largo, Florida 33777
(City/State/Zip)

FILED
97 JAN 24 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1-15-97
(Date)