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Attorney at Law

A chartered professional association

January 31, 1997

P97000011211
Secretary of State
Division of Corporations
P.O. Box 627
Tallahassee, FL 32314

Re: 97-004; **FACTS ENGINEERING SERVICE DIVISION, INC.**, Incorporation

Dear Sirs:

Enclosed herewith please find the original and one copy of Articles of Incorporation for **FACTS ENGINEERING SERVICE DIVISION, INC.** as well as our check in the amount of \$122.50 to cover the cost of filing, registered agent and certification of the copy.

Please return the copy after endorsing your approval thereon.

Very truly yours,

Greg Clark/ko
Gregory D. Clark

GDC/ko
enc.

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-02/03/97--01048--006
****122.50 ****122.50

EFFECTIVE DATE
1-30-97

FEB 4

BSB

FILED
97 FEB -3 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
FACTS ENGINEERING SERVICE DIVISION, INC. 97 FEB -3 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **FACTS ENGINEERING SERVICE DIVISION, INC.**

EFFECTIVE DATE

1-30-97

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203 Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III. DURATION

This corporation shall exist perpetually, commencing on the date of the subscription and acknowledgment of the Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation is organized for the following purposes:

A. For the transaction of any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) common shares of \$10.00 (dollars) par value capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any new capital stock of the same kind, class or series, as that which he or she already holds, shall have the preemptive right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this corporation is 18167 U.S. 19 North, Suite 560, Clearwater, Florida 34624. The name of the initial registered agent for this corporation at that address is **Gregory D. Clark, Esq.**

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under that authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE IX. INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

Shannon L. Bohannon
34760 U.S. 19 North
Palm Harbor, FL 34684

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer or any former officer, to the full extent as provided for by law.

ARTICLE XI. AMENDMENT

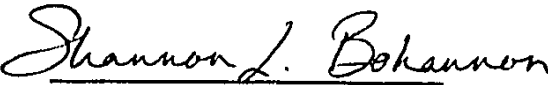
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto. Any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XII. MAILING ADDRESS

The mailing address for the corporation shall be:

34760 U.S. 19 North
Palm Harbor, FL 34684

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 30 day of January, 1997.

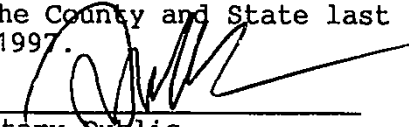

Shannon L. Bohannon

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared W.E. Haines known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, and is personally known to me or has produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of Jan, 1997.


Notary Public

My commission expires:



GREGORY D CLARK
My Commission CC380661
Expires Aug. 09, 1998
Bonded by HAI
800-422-1665


ACCEPTANCE BY REGISTERED AGENT

FILED

97 FEB -3 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for FACTS
ENGINEERING SERVICE DIVISION, INC., at the place designated in
these Articles of Incorporation, I hereby accept to act in this
capacity and agree to comply with the provisions of Florida law
relative to keeping this office open dated this 30 day of January
 , 1997.



Gregory D. Clark, Esq.