

P97 000021991

FILED  
97 MAR -3 PM 1:22  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

200002089002--4  
-02/17/97--01031--011  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: CONSULTECH, INC.

I enclose an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 122.50.



From : Robert A. McGoldrick  
2803 W. Busch Boulevard, Suite 103  
Tampa, Florida 33618  
(813) 920-1961

P. CHESLER

MAR 1 1 1997

W97-421  
502

**CONSULTECH & ASSOCIATES, INC.**  
**CONSTRUCTION CONSULTING TECHNOLOGY**

ORANGE GROVE COMMERCE PARK  
2803 W. BUSCH BOULEVARD  
TAMPA, FL 33618  
Telephone 813-920-1961  
Facsimile 813-935-4777

251 SOUTH 24th STREET  
PHILADELPHIA, PA 19103  
Telephone 215-545-0600  
Facsimile 215-545-6555

February 28, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: Freida Chesser, Corporate Specialist

RE; Letter Number: W97A00009330

Dear Ms. Chesser:

Enclosed is an original and one (1) copy of the Articles of Incorporation revised as per your letter dated February 21, 1997. In addition, enclosed is a copy of your February 21, 1997 letter.

As explained, during my telephone conversation of February 25, 1997, I did check to see if the name was available at the (904) 487-9000 number and was told that it was. However, I have been advised that the revised name is acceptable as an alternate.

If you have any questions, I can be contacted at the number listed above.

Sincerely,



Robert McGoldrick  
President

enclosure

FILED  
97 MAR -3 PM 1:22  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
OF  
**CONSULTECH & ASSOCIATES, INC.**

FILED  
97 MAR -3 PM 1:22  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME:**

The name of this corporation shall be **CONSULTECH & ASSOCIATES, INC.**

**ARTICLE II PRINCIPAL OFFICE:**

The principal place of business and mailing address of this corporation shall be:

Orange Grove Commerce Park  
2803 W. Busch Boulevard  
Suite 103  
Tampa, Florida 33618

**ARTICLE III PURPOSE AND POWERS:**

(a) This corporation is organized solely for the purpose of providing project/property evaluations and construction project reporting services. The corporation shall at all times comply with the standards of professional conduct.

(b) This corporation shall have perpetual existence which shall commence at the time of the filing of these Article of Incorporation with the Department of State.

#### **ARTICLE IV CAPITAL STOCK AND INITIAL STOCK:**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock with a \$1.00 par value.

#### **ARTICLE V VOTING:**

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation, except that in the election of Directors, he shall have the right to vote such number of shares for as many persons as there are Directors to be elected. Cumulative voting shall not be allowed in the election of Directors or for any other purpose.

#### **ARTICLE VI CALL OF SHARES:**

Any shares shall be callable on the vote of seventy-five percent (75%) of the outstanding shares at a meeting duly called for the purpose, at a price and on a payment schedule as specified in the By-Laws, and if no price or payment schedule is so specified, the price shall be the pro-rata net book value thereof as of the last day of the month preceding the month in which the call is made, and the payment therefore shall be made in cash on receipt of shares. Such call need not be ratable; it may specify all or part of the shares of a particular shareholder. Such a call shall be made within thirty (30) days after any shareholder has ceased to be qualified to be a shareholder and shall be made with respect to all shares he owns.

#### **ARTICLE VII RIGHT OF REDEMPTION:**

Each shareholder shall have the right to require the corporation to redeem all of his shares. If such a shareholder serves written demand on the corporation that it do so, the corporation shall redeem all of his shares at a price and on the time schedule provided in the By-Laws. If the By-Laws do not so provide, the price specified for called shares in paragraph VI shall be the price, and if the

By-Laws fail to provide a time schedule, the shares shall be redeemed for cash on receipt of such shares.

#### **ARTICLE VIII DIRECTORS:**

The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be either increased or decreased from time to time, but shall never be less than one (1).

The name and street address of each member of the initial Board of Directors is:

Robert McGoldrick  
E. Diane McGoldrick  
Orange Grove Commerce Park  
2803 W. Busch Boulevard  
Suite 103  
Tampa, FL 33618

Rosemary Espanol  
251 South 24th Street  
Philadelphia, PA 19103

The President of this corporation shall be a shareholder and director. All other officers and directors of the corporation, to the extent possible, shall be persons eligible to be shareholders.

#### **ARTICLE IX OFFICERS:**

The name and address of each of the initial officers of the corporation is as follows:

Robert McGoldrick - President  
E. Diane McGoldrick - Secretary/Treasurer  
Orange Grove Commerce Park  
2803 W. Busch Boulevard, Suite 103  
Tampa, FL 33618

Rosemary Espanol - Vice President  
251 South 24th Street  
Philadelphia, PA 19103

#### **ARTICLE X INCORPORATOR:**

The Incorporator for this corporation is Robert McGoldrick, located at 2803 W. Busch Boulevard, Suite 103, Tampa, Florida 33618.

**ARTICLE XI ADDITIONAL PROVISIONS:**

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount which is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

- (i) make and amend By-Laws of the corporation;
- (ii) establish such reserves as the Board may deem necessary and in the best interest of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting the original subscriber(s) for the shares of stock of this corporation, and for the purpose of forming a corporation for profit, does hereby make and file these Articles of Incorporation, and declares and certifies that the facts stated herein are true, and further agrees to take the shares of stock hereinabove authorized in the following amounts:

Robert & E. Diane McGoldrick

600 shares

The undersigned original subscriber has executed these Articles of Incorporation for the purposes herein expressed on this 26<sup>th</sup> day of February, 1997.

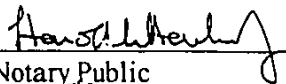


Robert McGoldrick  
Orange Grove Commerce park  
2803 W. Busch Boulevard  
Suite 103  
Tampa, FL 33618

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that the foregoing instrument was acknowledged before me, an officer duly qualified to take acknowledgments, on this 26th day of February, 1997 by **Robert McGoldrick**, President of **Consultech & Associates, Inc.**, a Florida corporation, and that as such officer, he executed said instrument on behalf of the corporation. He is personally known to me or has produced NA as identification.

  
\_\_\_\_\_  
Notary Public



HAROLD L. HARKINS JR.  
My Commission CC399148  
Expires Sep. 20, 1998

\_\_\_\_\_  
(Printed or Typed Name of Acknowledger)

**CONSENT OF REGISTERED AGENT**

Having been named as Director for Consultech & Associates, Inc., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.



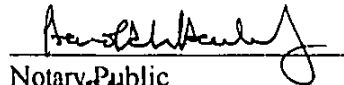
Robert McGoldrick  
Orange Grove Commerce Park  
2803 W. Busch Boulevard  
Suite 103  
Tampa, FL 33618

FILED  
97 MAR -3 PM 1:22  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that on this 26<sup>th</sup> day of February, 1997, before me an officer duly qualified to take acknowledgments, appeared **Robert McGoldrick**, who is personally known to me or has produced NA as identification, and that he executed the foregoing instrument for the purpose contained therein.



Notary Public



HAROLD L. HARKINS JR.  
My Commission CG390148  
Expires Sep. 20, 1998

(Printed or Typed Name of Acknowledger)