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BETSY BENSON, ESQ.

ATTORNEY AT LAW

330 South West 20th Street

Fort Lauderdale, FL 33315

Phone: (954) 524-4025

March 24, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/31/97--01094--020
****122.50 ****122.50

RE: Articles of Incorporation for: **Chamberlain Engineering & Consulting, Inc.**, an S Corporation

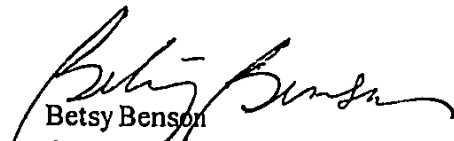
Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced entity. Please also find attached checks in the amounts of \$122.50 (for certified copy) and \$35.00 (for filing of registered agent).

Please return a certified copy to me as addressed above at your earliest convenience.

Thank you in advance for your time and attention to this matter.

Regards,


Betsy Benson

Attorney for Chamberlain Engineering & Consulting, Inc.

Enclosures

cc: Bill Chamberlain
William Chamberlain Jr.

APPROVED
AND
FILED
97 MAR 31 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF

CHAMBERLAIN ENGINEERING & CONSULTING, INC.

APPROVED
AND
FILED

97 MAR 31 AM 11:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporations Act, and section 1362(a) of the Internal Revenue Code (entitled "S" corporation) hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of this Corporation shall be Chamberlain Engineering & Consulting, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation shall be: 160 Thornton Drive, Palm Beach Gardens, FL 33418-8087, (Phone: 561-627-5429).

ARTICLE III CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any time is: one hundred (100).

ARTICLE IV INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is: William Chamberlain Jr., 160 Thornton Drive, Palm Beach Gardens, FL 33418-8087.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Betsy Benson, Esq., 330 South West 20th Street, Fort Lauderdale, FL 33315, (Phone: 954-524-4025).

The undersigned has executed these Articles of Incorporation this 26 day of March, 1997.

William Chamberlain Jr.
WILLIAM CHAMBERLAIN, JR.

REGISTERED AGENT
PRESIDENT
CHAMBERLAIN ENGINEERING AND CONSULTING, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

APPROVED
AND
FILED
97 MAR 31 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: Chamberlain Engineering & Consulting, Inc.
2. The name and address of the registered agent and office is:

William Chamberlain Jr.
160 Thornton Drive
Palm Beach Gardens, FL
33418-8087

SIGNATURE: William Chamberlain Jr.
WILLIAM CHAMBERLAIN JR.

TITLE: President, Chamberlain Engineering and Consulting, Inc.

DATE: March 26th, 1997

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.

William Chamberlain Jr.
WILLIAM CHAMBERLAIN JR.

March 26th, 1997