



THE UNITED STATES  
CORPORATION  
COMPANY

P97000038568

ACCOUNT NO. : 072100000032

REFERENCE : 347739 7128360

AUTHORIZATION :

Patricia Pyjato

COST LIMIT : \$ 70

ORDER DATE : April 29, 1997

ORDER TIME : 3:49 PM

ORDER NO. : 347739-005

CUSTOMER NO: 7128360

CUSTOMER: Mr. Steven E. Dyer  
ETHOS ENGINEERING, INC.

000002160300--6

216 Dogwood Lane

Islamorada, FL 33036

DOMESTIC FILING

NAME: ETHOS ENGINEERING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
97 APR 30 PM 12:16  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

APR 30 1997

ARTICLES OF INCORPORATION  
OF

ETHOS ENGINEERING, INC.

FILED  
27 MAR 30 PM 1:29  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ETHOS ENGINEERING, INC.

The address of the principal office of this corporation shall be 216 Dogwood Lane, Islamorada, Florida 33036, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Steven E. Dyer  
Dir.

216 Dogwood Lane,  
Islamorada, Florida 33036

Mary F. Dyer  
Dir.

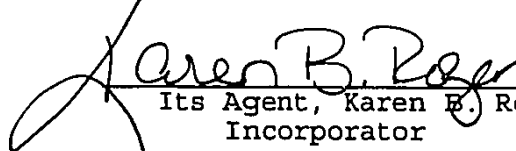
216 Dogwood Lane,  
Islamorada, Florida 33036

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

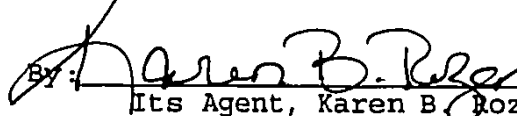
Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on April 29, 1997.

  
Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

CKS

TALLAHASSEE, FLORIDA

9/16/97 PM 1:29