

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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*Goodwin Engineering,
Incorporated*

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LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

Signature _____

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**Articles of Incorporation
of
Goodwin Engineering, Incorporated**

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**I.
Name and Address**

The name of the Corporation is Goodwin Engineering, Incorporated, hereinafter referred to as the "Corporation." The principal business address of the corporation is 4903 Ebensburg Drive, Tampa, Florida 33647.

**II.
Duration**

The Corporation shall commence upon filing of these Articles and shall have a perpetual existence thereafter.

**III.
Purpose**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**IV.
Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is one hundred (100), each share to have a par value of one dollar (\$1.00).

**V.
Principal Office and Registered Agent**

The principal office of the Corporation is 4903 Ebensburg Drive, Tampa, Florida 33647. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Maurice A. Goodwin, 4903 Ebensburg Drive, Tampa, Florida 33647.

VI.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: two
(2). The names and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name</u>	<u>Director Address</u>
Maurice A. Goodwin	4903 Ebensburg Drive, Tampa, Florida, 33647
Tracy L. Goodwin	4903 Ebensburg Drive, Tampa, Florida, 33647

VII.
Preemptive Rights

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

VIII.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws.

IX.
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

X.
Incorporators

The name and mailing address of the incorporator is:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Maurice A. Goodwin	4903 Ebensburg Drive, Tampa, Florida, 33647

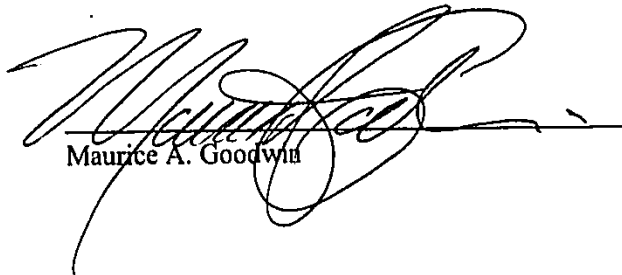
XI.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

XII.
Fiscal Year

The fiscal year of the Corporation shall be from January, 1 to December, 31 of each year.


IN WITNESS WHEREOF, I have hereunto set my hand and seal on this, the 30th day of August, 1997.


Maurice A. Goodwin

State of Florida
County of Hillsborough

BEFORE ME, the undersigned authority, on this day personally appeared MAURICE A. GOODWIN, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 30th day of August, 1997.


Notary Public in and for the
State of Florida

My Commission Expires: July 17, 2000



Acceptance of Designation as Registered Agent

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Maurice A. Goodwin,
Registered Agent
Goodwin Engineering, Incorporated

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