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OF COUNSEL

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DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

October 28, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100002336601--5
-11/03/97-01131-012
****122.50 ****122.50

Re: Flynn Engineering & Construction, Inc.

Dear Sir:

Enclosed herein please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50, representing the following:

1. Filing Fee	\$35.00
2. Designation of Registered Agent	35.00
3. Certified copy of Articles	<u>52.50</u>
	\$122.50

Please return the certified copy to my attention.

Very truly yours,

Susan H. Neiswender

Susan H. Neiswender

SHN/jj

Enclosures

5\shn\lfr\flynn.cis
10/27/97

2554.
W97-25123

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 AM 8:33

11/13/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 AM 8:33

November 5, 1997

MATEER & HARBERT, P.A.
ATTN: SUSAN H. NEISWENDER
POST OFFICE BOX 2854
ORLANDO, FL 32802-2854

SUBJECT: FLYNN ENGINEERING & CONSTRUCTION, INC.
Ref. Number: W97000025123

We have received your document for FLYNN ENGINEERING & CONSTRUCTION, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00053521

ARTICLES OF INCORPORATION
OF
FLYNN ENGINEERING & CONSTRUCTION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 8:33

ARTICLE I

The name of this Corporation is FLYNN ENGINEERING & CONSTRUCTION, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 775 Pineway, Sanford, Florida 32773. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, P.O. Box 2854, Orlando, Florida 32802-2854, and the name of the Corporation's initial registered agent to receive service of process is Susan H. Neiswender.

ARTICLE V

The number of Directors constituting the initial Board of Directors are two. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Brian J. Flynn	775 Pineway Sanford, Florida 32773
Shannon P. Flynn	775 Pineway Sanford, Florida 32773

ARTICLE VI

The name and address of the subscriber is Brian Flynn, 775 Pineway, Sanford, Florida 32773.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: Oct 23, 1997.

Brian J. Flynn
BRIAN FLYNN

STATE OF FLORIDA
COUNTY OF SEMINOLE

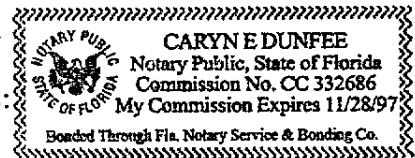
The foregoing instrument was acknowledged before me on October 23, 1997, by BRIAN FLYNN, as Director of FLYNN ENGINEERING & CONSTRUCTION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL Drivers License F450-076-55-093-0 (type of identification) as identification and did (did not) take an oath.

Caryn E. Dunfee
Name: Caryn E. Dunfee
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

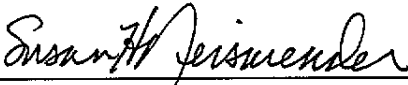
SECRET FILED
CLERK OF STATE
97 NOV 13 AM 8:33
INCORPORATED CORPORATIONS

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FLYNN ENGINEERING & CONSTRUCTION, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Sanford, Seminole County, State of Florida, has named Susan H. Neiswender as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



SUSAN H. NEISWENDER
(Registered Agent)