



THE UNITED STATES
CORPORATION
COMPANY

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FILED

97 DEC 26 PM 1:31

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 649838 9969A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 26, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 649838-005

CUSTOMER NO: 9969A

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*****70.00 *****70.00

CUSTOMER: John A. Moran, Esq
DUNLAP MORAN ROKNICH & GIBSON,
P.A.
Suite 720
1800 Second Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: PROCESS ENGINEERING, INC.

EFFECTIVE DATE: _____

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

P. Hall

DEC 26 1997

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97 DEC 26 AM 11:31
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION FILED
OF 97 DEC 26 PM 1:31
PROCESS ENGINEERING, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is:

PROCESS ENGINEERING, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be 12:01 A.M. on the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Million (1,000,000) Shares of Common Stock having a par value of 1/10th of one cent per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be c/o Stanislaw Chadzynski, 4189 Eastwood Drive, Sarasota FL 34232-3405.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is c/o Dunlap, Moran, Roknich & Gibson, 1800 Second Street, Suite 720 Sarasota FL 34236, and the Registered Agent at such office is John A. Moran.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Barbara Przybylska	Ul. Izbicka 31 m 6 04-838 Warszawa Radosc Poland
Piotr M. Chadzynski	Ul. Izbicka 31 m 6 04-838 Warszawa Radosc Poland

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

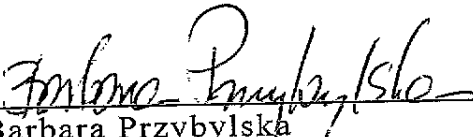
Name

Address

Barbara Przybylska

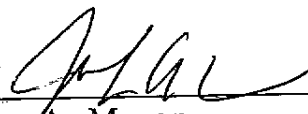
Ul.Izbicka 31 m 6
04-838 Warszawa Radosc
Poland

The undersigned has executed these Articles this 19 day of
DECEMBER, 1997.


Barbara Przybylska
Incorporator

Having been named as Registered Agent and to accept service of process for
PROCESS ENGINEERING, INC., at the place designated in the Articles, 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.

December 24, 1997
Date


John A. Moran
Registered Agent