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EFFECTIVE DATE  
1/1/98

December 22, 1997

Thomas L. Treadwell  
Ronald L. Stetler, P.A.  
Charles P. Erickson, P.A.\*  
Richard D. Cimino, P.A.†  
David McElrath, P.A.

\*Also admitted in South Carolina  
†Also admitted in Nebraska and Kansas

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-12/30/97--01012--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Schneider Engineering Associates, Inc.  
Articles of Incorporation

Dear Sir/Madam:

In connection with the above, please find enclosed for filing the Articles of Incorporation.

In addition please find enclosed a check in the amount of \$70.00 representing your filing fee.

Please note the date of commencement for the Corporation is January 1, 1998.

Should you have any questions concerning the foregoing, please do not hesitate to contact me.

Sincerely,



Ronald L. Stetler

RLS/bs

Enclosures (2)

FILED  
97 DEC 30 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/31/97-74M

EFFECTIVE DATE

1/1/98

ARTICLES OF INCORPORATION  
OF  
SCHNEIDER ENGINEERING ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is Schneider Engineering Associates, Inc., and its initial post office address and its principal office for conducting business is: 234 Tupelo Road, Naples, FL 34108.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on January 1, 1998.

ARTICLE III - PURPOSES AND POWERS

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

FILED  
97 DEC 30 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent of this corporation is Clifford H. Schneider, and his address is 234 Tupelo Road, Naples, FL 34108.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is: Clifford H. Schneider, 234 Tupelo Road, Naples, FL 34108.

#### **ARTICLE VIII - MANAGEMENT OF CORPORATION**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

#### **ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING**

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Article or by the By-Laws of this corporation.

#### ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

#### ARTICLE XIII - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 22 day of DECEMBER, 1997.

  
Clifford H. Schneider

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22nd day of December, 1997, by Clifford H. Schneider, who is personally known to me or who produced \_\_\_\_\_ as identification.

Barbara A. Stevens  
NOTARY PUBLIC

MY COMMISSION EXPIRES: Dec. 1, 1999



CERTIFICATE DESIGNATING REGISTERED AGENT

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

First - That Schneider Engineering Associates, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 234 Tupelo Road, Naples, FL 34108, has named Clifford H. Schneider located at 234 Tupelo Road, Naples, FL 34108, as its agent to accept service of process within this State.

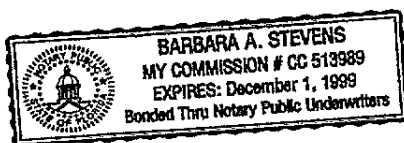
ACKNOWLEDGMENT

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

  
Clifford H. Schneider

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of December, 1997, by Clifford H. Schneider, who is personally known to me or who produced \_\_\_\_\_ as identification. \_\_\_\_\_

(SEAL)



  
NOTARY PUBLIC  
MY COMMISSION EXPIRES: Dec. 1, 1999