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SHARIT, BUNN, CHILTON,
HOLDEN & STAMBAUGH, P.A.

ATTORNEYS

99 SIXTH STREET, S.W., WINTER HAVEN FLORIDA 33880

TELEPHONE: (941) 299-6699 FAX: (941) 293-5000

REPLY TO: P.O. BOX 9498

WINTER HAVEN, FLORIDA 33883-9498

R. SCOTT BUNN **

CHARLES R. CHILTON

M. LANCE HOLDEN

ROBERT J. STAMBAUGH

JOE L. SHARIT, RETIRED

* BOARD CERTIFIED CIVIL TRIAL LAWYER

* BOARD CERTIFIED BUSINESS

LITIGATION LAWYER

BY THE FLORIDA BAR

** ADMITTED IN FLORIDA AND COLORADO

March 5, 1998

Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-03/06/98--01068--002
***122.50 ***122.50

RE: Cook Surveying & Mapping, Inc.

Dear Honorable Mortham:

Enclosed herewith for filing are Articles of Incorporation and Resident Agent form for the above-captioned corporation. A copy of the Articles is also enclosed to be certified and returned to this office at your earliest convenience.

Our firm check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Resident Agent Form	<u>35.00</u>
Total.....	\$ 122.50

Thank you for your kind cooperation in this regard.

Very truly yours,

ROBERT J. STAMBAUGH

RJS/pas
Enclosures

FILED
98 MAR -6 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 3/9/98

**ARTICLES OF INCORPORATION
OF
COOK SURVEYING & MAPPING, INC.**

FILED
98 MAR -6 PM 12: 29
SECRETARY OF STATE
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:

COOK SURVEYING & MAPPING, INC.

The principal place of business and mailing address of this corporation shall be 513 Sunny Circle, Winter Haven, Florida 33880.

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 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of this corporation is 99 Sixth Street, SW, Winter Haven, Florida 33883 and the name of the initial registered agent of this corporation at that address is ROBERT J. STAMBAUGH.

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

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 (2) Directors, initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial members of the Board of Directors are:

D. STEVE COOK
513 Sunny Circle
Winter Haven, FL 33880

GAYLE P. COOK
513 Sunny Circle
Winter Haven, FL 33880

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

D. STEVE COOK	President
513 Sunny Circle	
Winter Haven, FL 33883	

GAYLE P. COOK	Secretary/Treasurer
513 Sunny Circle	
Winter Haven, FL 33883	

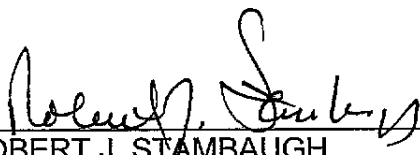
ARTICLE VIII - INCORPORATOR

The original Incorporator of this Corporation may sell, exchange, assign or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named

thereafter in due course from time to time. The name and street address of the incorporator to these Articles of Incorporation is:

ROBERT J. STAMBAUGH
99 Sixth Street, SW
Winter Haven, Florida 33883

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of March, 1998.


ROBERT J. STAMBAUGH

STATE OF FLORIDA

COUNTY OF POLK

The foregoing was acknowledged before me by ROBERT J. STAMBAUGH, who is personally known to me and who did not take an oath this _____ day of _____, 1998.

Notary Public

Print Name of Notary Public

Commission No. _____

My Commission expires: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is
COOK SURVEYING & MAPPING, INC.
2. The name and address of the registered
agent and office is:

ROBERT J. STAMBAUGH
99 Sixth Street, SW
Winter Haven, Florida 33883

FILED
98 MAR -6 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: _____

ROBERT J. STAMBAUGH

Date: _____

March 5, 1998