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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: GOLD COAST ENGINEERING CONSULTANTS, INC.

AUDIT NUMBER.....H98000005970

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

3

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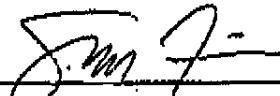
H98-5970 ARTICLES OF INCORPORATION

Article 1: Name of Corporation GOLD COAST ENGINEERING CONSULTANTS, INC.
Address of Corporation 7480 FAIRWAY DRIVE SUITE 205
MIAMI LAKES, FLORIDA 33014

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$0.01. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: SAMUEL M. FISCHBEIN
and
REGISTERED OFFICE: 7480 FAIRWAY DRIVE SUITE 205
MIAMI LAKES, FLORIDA 33014

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.



Signature of Registered Agent 3/25/98
Date

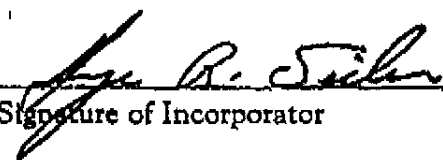
Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. <u>GEORGE R. SEILER</u>	2. <u>SAMUEL M. FISCHBEIN</u>
<u>7480 FAIRWAY DRIVE #205</u>	<u>7480 FAIRWAY DRIVE #205</u>
<u>MIAMI LAKES, FL 33014</u>	<u>MIAMI LAKES, FL 33014</u>

Article 5: The Name and Address of the INCORPORATOR is:

GEORGE R. SEILER
7480 FAIRWAY DRIVE #205
MIAMI LAKES, FL 33014

In witness whereof, I have subscribed my name


Signature of Incorporator

GEORGE R. SEILER, P.E.

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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H98-5970

ARTICLE 6: The Board of Directors shall have the power to adopt, amend, or repeal the bylaws.

ARTICLE 7: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the state's general corporation law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Seventh Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed, and acknowledged this certificate of Incorporation this 25th day of March, A.D., 1998.

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