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CHAPMAN, CHAPMAN & CHAPMAN, P. A.

ATTORNEYS AND COUNSELLORS AT LAW
1920 GOLF STREET
SARASOTA, FLORIDA 34236-6997

Kenneth D. Chapman
Kenneth D. Chapman, Jr.
Forrest Chapman (1891-1967)

March 26, 1998

Telephone 366-1600
Telefax 366-1601
Area Code (941)

Florida Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: PROJECTS, INC.

300002472083--8
-03/30/98-01058--005
****122.50 ****122.50

Dear Sir or Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for PROJECTS, INC., and a check in the amount of ONE-HUNDRED TWENTY-TWO DOLLARS AND FIFTY CENTS (\$122.50) payable to The Florida Department of State for the following:

Filing Fee, for Articles of Incorporation, F.S. 607.0122 (1)	\$35.00
Filing Fee for Resident Agent F.S. 607.0122 (7)	35.00
Certified Copy, F.S. 607.0122 (23)	<u>52.50</u>
TOTAL	\$122.50

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to this matter.

Sincerely,

Terry Tamburino

Terry J. Tamburino
Legal Assistant

/tjt
Enc.

Terry Tamburino GAVE
AUTHORIZATION BY PHONE TO
~~change~~ correct corp name: Project Administration, Inc.
DATE 4/1
DOC. EXAM BB

FILED
98 MAR 30 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 1 1998

ARTICLES OF INCORPORATION

OF

Project Administration, Inc.

ARTICLE I. - NAME

The name of this corporation is Project Administration, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the Principal mailing and office address of the corporation is 5125 Meldon Circle, Sarasota, Florida 34232.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in and conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of Ten (\$10.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1920 Golf Street, Sarasota, Florida 34236, and that the name of the initial registered agent of this corporation at that address is KENNETH D. CHAPMAN.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is:

MILTON B. SHENK
5125 Meldon Circle
Sarasota, Florida 34232

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

MILTON B. SHENK
5125 Meldon Circle
Sarasota, Florida 34232

ELIZABETH K. SHENK
5125 Meldon Circle
Sarasota, Florida 34232

FILED
8 MAR 30 AM 11:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority vote of the stock entitled to vote thereon.

I, THE UNDERSIGNED, being the original subscriber of the capital stock hereinafter mentioned, and for the transaction of business under the provisions of the laws of Florida, do make, sign, acknowledge and file in the office of the Secretary of State, this Certificate of Incorporation.

WITNESS my hand and seal this 25 day of March, 1998.


MILTON B. SHENK

FILED
98 MAR 30 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority personally appeared MILTON B. SHENK, to me personally known and known to be the subscriber and person named in the foregoing charter of Project Administration, INC., who being by me first duly sworn, deposed and says that it is intended in good faith to carry out the purposes and objectives as set forth in the foregoing proposed charter.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 26 day of March, 1998.


My Commission Expires:



Terry J. Tamburino
Notary Public
Terry J. Tamburino
My Commission CC625525
Expires March 19, 2001

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

By 
KENNETH D. CHAPMAN