

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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FILING Articles

1.) Simes & Rosch, P.A.
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

SIMES & ROSCH, P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 621 of the Florida Statutes, as amended.

ARTICLE I - NAME

EFFECTIVE DATE
1/1/99

The name of this corporation is:

Simes & Rosch, P.A.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

c/o David A. King, Attorney
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE III - DURATION

The corporation is to commence its corporate existence on January 1, 1999. This corporation shall exist perpetually.

ARTICLES IV.

LICENSED SHAREHOLDERS AND OFFICERS

Pursuant to Florida Statutes §621.09(1), all shareholders of this corporation shall be duly licensed by the State of Florida to perform the same professional service for which the corporation is organized. Pursuant to Florida Statutes §621.10, any shareholder, officer, agent or employee of this corporation who becomes legally disqualified to render services for the corporation or who accepts employment that places restrictions or limitations upon his or her rendering of professional services for the corporation, shall sever all employment with, and financial interest in, the corporation.

ARTICLE V - PURPOSE

This corporation is organized for the following purposes:

- (a) Providing professional engineering services; and

(b) The transaction of any and all other lawful business for which professional service corporations may be incorporated including but not limited to those powers pursuant to Chapter 621 of the Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand five Hundred (7,500) shares of One and no/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

David W. Simes
2424 Stonebridge Drive
Orange Park, FL 32065

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all of the powers and duties conferred to or imposed upon the board of directors shall be by resolution of the shareholders.

The names and addresses of the initial directors are:

Scott E. Rosch
11401 Lowndesboro Drive
Jacksonville, FL 32223

David W. Simes
2424 Stonebridge Drive
Orange Park, FL 32065

ARTICLE IX - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XI - AMENDMENT

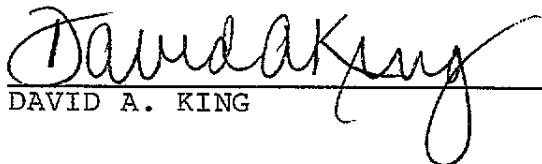
The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote (greater than 50%) of the voting stock of the corporation that is present at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose at which a quorum is present. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XII - INCORPORATOR

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

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 1st day of November, 1998.



DAVID A. KING

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

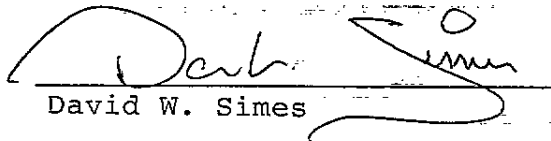
Pursuant to Section 48.091 and Section 607.0501,
Florida Statutes, the following is submitted:

Simes & Rosch, P.A.,
desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles
of Incorporation in the State of Florida, has named as
its agent to accept service of process within this State:

David W. Simes
2424 Stonebridge Drive
Orange Park, FL 32065

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service
of process for the above stated corporation, at the place
designated in this certificate, I hereby agree to act
in this capacity, and agree to comply with the provisions
of said Act.


David W. Simes

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