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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

David L. Bryant PA

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Amendment
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OTHER FILINGS	
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W98-29347

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 31, 1998

UCC FILING & SEARCH SERVICES, INC.  
526 E PARK AVE  
TALLAHASSEE, FL 32301

SUBJECT: DAVID L. BRYANT, P.A.  
Ref. Number: W98000029347

We have received your document for DAVID L. BRYANT, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

ATTN:

Letter Number: 198A00061231

OK  
New PAGE 5  
with ALL INFO  
corrected

PLEASE BACK DATE  
Filing to 12/31/98

1998 DEC 31  
99 JAN -7 PM 2:07  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
DAVID L. BRYANT, P.A.**

The undersigned subscriber to these Articles of Incorporation being a natural person competent to contract, a professional engineer licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Service Corporation pursuant to the provisions of Florida Statutes § 621, in conjunction with Florida Statutes, § 607.

**ARTICLE I - NAME**

The name of this corporation is DAVID L. BRYANT, P.A.

**ARTICLE II - NATURE OF PROFESSIONAL SERVICE**

The general nature of the business to be transacted by the Corporation is:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that any professional engineer duly licensed under the laws of the State of Florida is authorized to render; but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice professional engineering.

B. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional engineering services.

C. To enter into, for the benefit of its employees, one or more of the following: (1) A pension plan; (2) A profit-sharing plan; (3) A stock bonus plan; (4) A thrift and savings plan; (5) A restricted stock option plan; and (6) Other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At its option, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the Bylaws adopted by the Shareholders of the corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the corporation is not impaired.

E. At its option, to enter into a partnership with other qualified Professional Association(s) and/or engineers duly licensed to practice professional engineering in the State of Florida.

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The foregoing paragraphs shall be construed as enumerating both powers and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes or powers of the professional service corporation otherwise permitted by law and includes the powers and purposes to manufacture, design, construct, own, use, buy, sell, lease, hire, and deal in and with articles and property of all kinds and render services of all kinds, and to engage in any legal and lawful act or activity for which professional service corporations may be organized under the laws of the State of Florida.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seventy-five Hundred (7,500) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed as an engineer in the State of Florida nor may any shareholder sell or transfer his shares in this corporation except to another individual who is duly licensed as an engineer, as aforesaid.

### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4280 Dow Road, Suite 108, Melbourne, FL 32934. The name of the initial registered agent of this corporation at that address is David L. Bryant.

### ARTICLE VII - DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. This corporation shall have one (1) director initially. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
David L. Bryant	4280 Dow Road, Suite 108 Melbourne, FL 32934

#### ARTICLE VIII - SUBSCRIBER AND INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as a Subscriber and Incorporator, same being an engineer duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefor is:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
David L. Bryant 4280 Dow Road, Suite 108 Melbourne, FL 32934	500	\$500.00

#### ARTICLE IX - INDEMNIFICATION

Each Director and Officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned; or by reason of any act or omission to act as such Director or Officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any Director or Officer may be entitled as a matter of law.

#### ARTICLE X - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and not contract, act or

transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be interested.

#### ARTICLE XI - STOCK RESTRICTIONS

None of the capital stock of this corporation shall be issued to any person who is not duly licensed to practice engineering in the State of Florida; nor may any shareholder of this corporation enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any shareholder of this corporation who is legally disqualified to render professional services incident to the practice of engineering within this state shall become obligated to divest himself of such stock in the corporation in the manner provided by the Bylaws of this corporation. The shareholders of this corporation shall have the power to include in the Bylaws or in a separate agreement any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders or in the event of the death of any of its shareholders. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall be approved at a stockholders' meeting called for such purpose. If any shareholder shall become legally disqualified to practice engineering in the State of Florida, such shareholders' shares of stock shall immediately become subject to purchase by the corporation in accordance with the Bylaws or a separate agreement adopted by the shareholders.

#### ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting

their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

#### ARTICLE XIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER OR CONSOLIDATION

Approval of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another domestic professional corporation organized under Florida Statutes § 621, to render the professional services to be rendered under; merger or consolidation with a foreign corporation is strictly prohibited.

#### ARTICLE XV - I.R.C. §1244 STOCK

It is the intent of the Incorporators to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended.

#### ARTICLE XVI - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be 4280 Dow Road, Suite 108, Melbourne, FL 32934.

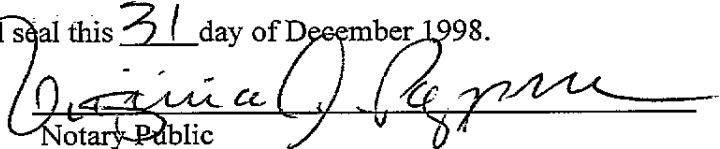
IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 31 day of December 1998.

  
David L Bryant

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County, personally appeared David L. Bryant, who ~~is personally known to me or~~ has produced a Florida driver's license as identification and who did take an oath and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this 31 day of December 1998.

  
Notary Public



Virginia A. Poppell  
MY COMMISSION # CC688894 EXPIRES  
November 2, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that David L. Bryant, P.a., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, Brevard County of Brevard, and State of Florida, has named DAVID L. BRYANT, located at 4280 Dow Road, Suite 108, Melbourne, FL 32934, 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 this 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.

  
DAVID L. BRYANT

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TALLAHASSEE, FLORIDA