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99 FEB 17 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 16, 1999

Florida Division of Corporation
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

300002777953--4
-02/17/99-01040-001
*****96.25 *****96.25

Re: Schroeder/Perez/Johnson, P.A.

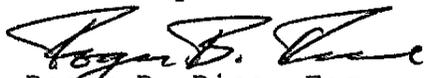
Dear Sir/Madam:

Enclosed please find the signed original and two copy of the Articles of Incorporation of the above mentioned corporation. Also enclosed you will find a check in the amount of \$96.25 for the filing, **two** certified copy fees and a certificate of status.

Please process this at your earliest opportunity and return the two certified copy of the Articles of Incorporation and the certificate of status to this office in the enclosed federal express envelope.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to call me.

Sincerely,



Roger B. Rice, Esq.

RBR/ct

Enclosures

SD
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*Articles of Incorporation of
Schroeder/Perez/Johnson, P.A.*

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice in the profession of architecture in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I--NAME

The name of this corporation is Schroeder/Perez/Johnson, P.A.

ARTICLE II--PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

To render architectural services to the public, which shall include planning, designing, evaluating, investigating and superintending the construction of sites, buildings or architectural structures; preparing architectural drawings and specifications; evaluating bids upon architectural proposals; preparing architectural drawings and specifications; evaluating bids upon architectural proposals. This professional corporation shall exist and function in compliance with the "Florida Professional Service Corporation Act" (F.S.A. Chapter 621) and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of architectural services.

ARTICLE III--CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$10.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to any entity or individual who is not duly licensed in the State of Florida in the profession of architecture.

ARTICLE IV--DURATION

The Corporation shall have a perpetual existence.

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CORPORATION OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE V--ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 3898 North Tamiami Trail, Suite 202, Naples, Florida 34103, and the name of its initial registered agent is A. Michael Johnson. The Board of Directors may, from time to time, move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI--DIRECTORS

The Corporation shall be managed by a Board of Directors of at least three (3) Directors. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
A. Michael Johnson	3898 North Tamiami Trail, Suite 202, Naples, Florida 34103
Richardo Perez	549 Route #130, East Windsor, New Jersey 08520
Richard H. Schroeder	549 Route #130, East Windsor, New Jersey 08520

ARTICLE VII--SUBSCRIBERS

The name and address of the subscriber, who is the incorporator of this Corporation, whom is duly licensed in the State of Florida to practice in the profession of architecture, is as follows:

NAME	ADDRESS
A. Michael Johnson	3898 North Tamiami Trail, Suite 202, Naples, Florida 34103

ARTICLE VIII--RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

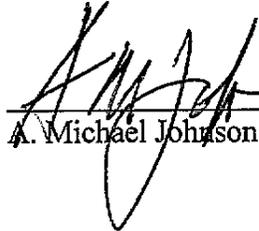
ARTICLE IX--DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X--AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this the 16 day of February 1998.


A. Michael Johnson

STATE OF FLORIDA }
COUNTY OF COLLIER }

BEFORE ME, personally appeared A. Michael Johnson, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 16 day of February 1999 in the aforesaid County and State.


Notary Public

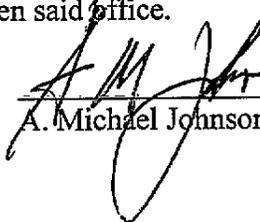


CAROL P TORRIS
My Commission CC525121
Expires Jan. 16, 2000

My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in the capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
A. Michael Johnson, Registered Agent

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