

LABOR & EMPLOYMENT
CIVIL RIGHTS
GOVERNMENT LAW

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CERTIFIED MEDIATOR (06302R)
DENISE MILLER, PARALEGAL

P99000101534

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

November 15, 1999

4000003047454--4
-11/17/99-01073-017
*****31.25 *****87.50

Re: Atlantic Engineering Consultants, Inc.

To whom it may concern:

Enclosed is the original and one copy of the Articles of Incorporation for the above named Corporation. Please file the original in your offices and certify and return the copy to me at the above address.

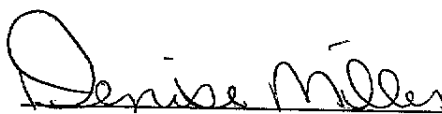
I have enclosed a check in the amount of \$131.25, covering:

Filing fee
Certificate designating registered agent
Certified copy

If you have any questions, or need anything further, please do not hesitate to contact me.

99 NOV 17 AM 10:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,



Denise Miller, CLA
Paralegal to Robert G. Walker, Jr.
Attorney at Law

cc: File

RGW/dm/Incorp/Hahn/lsecstat.01

T. D. Smith NOV 19 1999

**ARTICLES OF INCORPORATION
OF
ATLANTIC ENGINEERING CONSULTANTS, INC.**

FILED
99 NOV 17 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I — Name

The name of this corporation is ATLANTIC ENGINEERING CONSULTANTS, INC.

ARTICLE II — Commencement and Duration

The corporation is to commence its corporate existence ten (10) days from the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III — Purpose

The corporation is organized for the purpose of transacting any and all lawful business which included Consulting Engineers.

ARTICLE IV — ADDRESS

The initial street address of the principal office of this corporation is 3100 S. Dale Mabry Hwy., Tampa, Florida 33629.

ARTICLE V — REGISTERED AGENT

The undersigned, **WARREN G. HAHN**, an individual resident of the State of Florida is hereby appointed, and by his signature does hereby state that he accepts the appointment as Registered Agent for this corporation. The address of said registered agent is 3100 S. Dale Mabry Hwy., Tampa, Florida 33629.

/s/  (Seal)
WARREN G. HAHN

ARTICLE VI — Stated Capital

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1,200) shares of common stock having a par value of \$1.00 per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

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, or to be performed, for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

Warren G. Hahn, P.E., Warren R. Jones, P.E., Michael J. Hahn, P.E., John C. Bouman, P.E., Randolph L. Thompson, P.E., and Jeffrey J. Hahn, shall own 200 shares each which will initially capitalize said corporation in the amount of \$1,200.00, or in recognition of personal services performed or to be performed in behalf of the corporation, in return for which they shall receive shares of stock equal in value to the value of the service or services performed.

ARTICLE VII — Board of Directors

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 by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially, who shall be **WARREN G. HAHN.**

The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation, although there shall never be less than one director. Cumulative voting shall be permitted by the bylaws.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

<u>Name</u>	<u>Address</u>
WARREN G. HAHN, P.E.	4525 W. Beachway Drive Tampa, Florida 33609

Such initial director may succeed himself as director.

ARTICLE VIII — Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law. The corporation shall hold harmless any such director whose actions are undertaken in good faith on behalf of the corporation and which are not malicious, outside the scope and course of employment, or evincing a willful and wanton disregard for the safety of persons or property.

ARTICLE IX — Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

X — RESTRAINT ON ALIENATION OF SHARES

The bylaws of the corporation shall provide for the restraint on alienation of shares so that any shareholder who desires to sell, pledge, give away or otherwise dispose of his or her shares must first offer the shares to the other shareholders in proportion to their then-existing holdings at a price to be determined by the directors or shareholders.

Furthermore, such bylaws shall contain the following provisions:

A. DECEASED SHAREHOLDERS

A provision shall be included to restrict alienation of shares of a deceased shareholder. The provision shall indicate that upon death of an unmarried shareholder the remaining shareholders shall have the same right to purchase, within a predetermined number of days of the death of said shareholder, the shares of the deceased shareholder as though an offer to sell had been made to them as in the case of a voluntary offer of sale.

Provision shall be made for the succession of a surviving spouse to the ownership of a shareholder's shares without fee or cost in the event of death of a shareholder. However, said shares may not be further transferred without the consent of the board of directors, it being the intent of the incorporators to keep the ownership of the corporation closely held.

B. PREEMPTIVE RIGHTS OF EXISTING SHAREHOLDERS

Existing shareholders shall have preemptive right to purchase any newly issued stock in proportion to their ownership of stock on the date of creation of the newly issued stock.

ARTICLE XI — Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XII

The name and street address of the Subscriber to these articles of incorporation is:

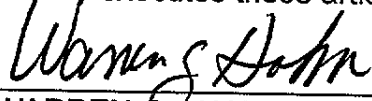
Name

WARREN G. HAHN

Address

4525 W. Beachway Drive
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned, as the subscriber and incorporator, hereby executes these articles of incorporation this 5th day of November, 1999.



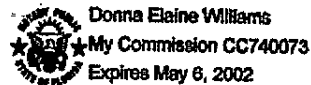
WARREN G. HAHN

STATE OF FLORIDA }
COUNTY OF HILLSBOROUGH}

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WARREN G. HAHN, known to me and known by me to be the person who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed on the date last stated above.

WITNESS my hand and official seal this 5th day of November, 1999, at 3100 S. Dale Mabry, Tampa, Hillsborough County, Florida 33629.

Donna Elaine Williams
NOTARY PUBLIC AT LARGE
My commission expires: 05/06/2002



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

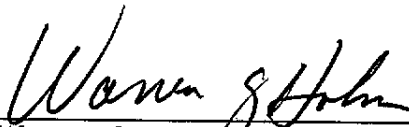
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99 NOV 17 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ATLANTIC ENGINEERING CONSULTANTS, INC..
2. The name and address of the registered agent and office is:

Warren G. Hahn, P.E.
3100 S. Dale Mabry Hwy.
Tampa, FL 33629

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in his certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Warren G. Hahn, P.E.

05 NOV 1999
Date