Document Number Only

S74344

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

EFFECTIVE DATE 1/15/99

Merger

Espey, Huston & Associates International, Inc. 000002741750--0
-01/14/99--01070--024
*****70.00 *****70.00

merged into:

Post Buckley International, Inc.

( ) Profit ( ) NonProfit ( ) Limited Liability Company	( ) Amendment	(X) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement ( ) Limited Liability Partnership	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name
( ) Certified Copy	( ) Photo Copies	( ) CUS
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1/14/99

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DIVISION OF CORPORATION

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

ESPEY, HUSTON & ASSOCIATES INTERNATIONAL, INC., a Texas corporation not authorized to transact business in Florida

,

INTO

POST, BUCKLEY INTERNATIONAL, INC., a Florida corporation, S74344.

File date: January 14, 1999 , effective January 15, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
1|15|99

99 JAN 14 PM 2:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ESPEY, HUSTON & ASSOCIATES INTERNATIONAL, INC.
a Texas corporation,
INTO
POST, BUCKLEY INTERNATIONAL, INC.
a Florida corporation

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Statutes.

FIRST: Espey, Huston & Associates, Inc., a Texas corporation (hereinafter referred to as "Espey"), shall merge with and into Post, Buckley International, Inc., a Florida corporation and the surviving corporation (hereinafter referred to as "Surviving Corporation").

SECOND: Attached hereto is the Plan of Merger which meets the requirements of Section 607.1104 of the Florida Statutes.

THIRD: The Plan of Merger was adopted and approved by written consent of the sole shareholder of Espey on May 18, 1998, in accordance with the respective laws of its jurisdiction.

FOURTH: The Plan of Merger was adopted and approved by unanimous written consent of the Board of Directors of Espey on May 18, 1998, in accordance with the respective laws of its jurisdiction.

FIFTH: The Plan of Merger was adopted and approved by written consent of the sole shareholder of the Surviving Corporation on May 18, 1998, in accordance with the Florida Statute.

SIXTH: The Plan of Merger was adopted and approved by unanimous written consent of the Board of Directors of the Surviving Corporation on May 18, 1998, in accordance with the Florida Statutes.

SEVENTH: The effective date of the merger shall be January 15, 1999.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Dated: January 8, 1999

ESPEY, HUSTON & ASSOCIATES INTERNATIONAL, INC.

Everett M. Owen, President

POST, BUCKLEY INTERNATIONAL, INC.

William W. Randolph, President

\51091\011\40FLAMER.003

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into effective as of January 15, 1999, for the merger of ESPEY, HUSTON & ASSOCIATES INTERNATIONAL, INC., a Texas corporation, with and into POST, BUCKLEY INTERNATIONAL, INC., a Florida corporation.

WHEREAS, Espey, Huston & Associates International, Inc., a Texas corporation (hereinafter referred to as "Espey"), shall merge with and into Post, Buckley International, Inc., a Florida corporation and the surviving corporation (hereinafter referred to as "Surviving Corporation").

WHEREAS, The sole shareholder of both Espey and the Surviving Corporation hereby waive any mailing requirements under Section 607.1104 of the Florida Statutes.

WHEREAS, There are no shareholders of either Espey or the Surviving Corporation, who, except for Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to the provisions of Section 607.1320 of the Florida Statutes.

WHEREAS, the Articles of Incorporation of the Surviving Corporation shall not be amended due to the merger.

WHEREAS, this Plan of Merger, which was adopted and approved by Espey and the Surviving Corporation in accordance with Section 607.1107, is being submitted in accordance with Section 607.1104 of the Florida Statutes.

ARTICLE I

THE MERGER

Section 1.1. Description of the Merger. As of the Effective Time (as hereinafter defined), Espey, Huston & Associates International, Inc., a Texas corporation shall merge with and into Post, Buckley International, Inc., a Florida corporation (the "Merger") and Post, Buckley International, Inc., the Florida corporation, shall continue as the surviving corporation subject to the laws of the State of Florida. The address of the Surviving Corporation in the state of Florida is: 2001 N.W. 107 Avenue, Miami, Florida 33172-2507 and attached hereto is a copy of its Articles of Incorporation. The Merger shall be pursuant to and shall have the effect provided for in the Florida Business Corporation Act.

ARTICLE II

ARTICLES OF INCORPORATION, BY-LAWS AND DIRECTORS AND OFFICERS

Section 2.1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time, until thereafter as amended as provided by law.

Section 2.2. By-Laws. The By-laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation on and after the Effective Time, until thereafter as amended as provided by law.

Section 2.3. Directors and Officers. The persons who are directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation in their same positions on and after the Effective Time. The directors and officers shall hold office in accordance with applicable law, the Articles of Incorporation and By-laws of the Surviving Corporation.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

At the Effective Time, pursuant to this Plan of Merger and without any action on the part of the holder thereof, each common share of stock of Espey issued and outstanding immediately prior to the Effective Time shall be cancelled and retired.

ARTICLE IV

EFFECTIVENESS OF MERGER

The Merger shall become effective as of the close of business on January 15, 1999 (the "Effective Time").

ARTICLE V

MISCELLANEOUS

Section 5.1. Expenses. The Surviving Corporation shall pay all expenses incurred in connection with this Plan of Merger.

Section 5.2. Further Assurances. If, at any time after the Effective Time, the Surviving Corporation, its successors or assigns determines that any documentation, action or things are necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of Espey, the officers and directors of the Surviving Corporation, its successors and assigns shall be authorized to execute and deliver, in the name and on behalf of Espey, all such documentation, and to take and do, in the name and on behalf of Espey or otherwise, all such other actions and things.

Section 5.3. Governing Law. This Plan of Merger shall be governed by and interpreted in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers all as of the date first written above.

ESPEY, HUSTON & ASSOCIATES INTERNATIONAL, INC.,
a Texas corporation

Everett M. Owen

Everett M. Owen, President

POST, BUCKLEY INTERNATIONAL, INC., a Florida corporation

William W Randolph

William W. Randolph, President

\51091\011\40FLAMER.004

State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on July 9, 1992, to Articles of Incorporation for PBSJ INTERNATIONAL, INC., changing its name to POST, BUCKLEY INTERNATIONAL, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is S74344.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
17th day of July, 1992.

Jim Smith

Jim Smith
Secretary of State

CR2EO22 (2-91)

FILED

92 JUL -9 PM 2:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PBSJ INTERNATIONAL, INC.**

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is PBSJ International, Inc. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read: The name of this Corporation is Post, Buckley International, Inc.

3. The foregoing amendment to the Articles of Incorporation was approved by the Corporation's sole shareholder by written consent to action dated July 6, 1992. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed this amendment as of July, 6, 1992.

William W Randolph
William W. Randolph, President

ACKNOWLEDGMENT

STATE OF FLORIDA) SS
COUNTY OF DADE)

NOTARY PUBLIC
SEAL OF OFFICE:

On this the 6 day of July, 1992, before me, the undersigned Notary Public of the State of Florida, personally appeared William W. Randolph whose name is subscribed to the within instrument, and he acknowledges that he executed it.

WITNESS my hand and official seal.

Deborah Lynn Shimel
NOTARY PUBLIC, STATE OF FLORIDA

Deborah Lynn Shimel
(Print/type name of Notary Public as Commissioned)

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV.13,1993
BONDED THRU GENERAL INS. UND.

✓ Personally known to me, or
___ Produced identification: __________

___ DID take an oath, or ___ DID NOT take an oath.

RXB/908

FILED
1991 AUG 19 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PBSJ INTERNATIONAL, INC.

ARTICLE I

NAME

The name of this Corporation is **PBSJ INTERNATIONAL, INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION

The principal office and mailing address of this Corporation is 8600 N.W. 36th Street, Miami, Florida 33166-6622.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of $.01 par value common stock, which shall be designated "Common Shares."

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8600 N.W. 36th Street 33166-6622, and the name of the initial registered agent of this Corporation at that address is Cathy Lehman.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial directors of this Corporation are:

State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of PBSJ INTERNATIONAL, INC., a corporation organized under the Laws of the State of Florida, filed on August 19, 1991, as shown by the records of this office.

The document number of this corporation is S74344.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
20th day of August, 1991.

Jim Smith
Secretary of State

CR2EO22 (2-91)

State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on July 9, 1992, to Articles of Incorporation for PBSJ INTERNATIONAL, INC., changing its name to POST, BUCKLEY INTERNATIONAL, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is S74344.

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Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
17th day of July, 1992.

Jim Smith
Secretary of State

CR2E022 (2-91)

FILED

92 JUL -9 PM 2:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PBSJ INTERNATIONAL, INC.

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is PBSJ International, Inc. (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read: The name of this Corporation is Post, Buckley International, Inc.

3. The foregoing amendment to the Articles of Incorporation was approved by the Corporation's sole shareholder by written consent to action dated July 6, 1992. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed this amendment as of July, 6, 1992.

William W Randolph

William W. Randolph, President

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

NOTARY PUBLIC
SEAL OF OFFICE:

On this the 6 day of July, 1992, before me, the undersigned Notary Public of the State of Florida, personally appeared William W. Randolph whose name is subscribed to the within instrument, and he acknowledges that he executed it.

WITNESS my hand and official seal.

Deborah Lynn Shimel

NOTARY PUBLIC, STATE OF FLORIDA

Deborah Lynn Shimel
(Print/type name of Notary Public as Commissioned)

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV.13,1993
BONDED THRU GENERAL INS. UND.

✓ Personally known to me, or
___ Produced identification: ______________

___ DID take an oath, or ___ DID NOT take an oath.

RXE/908

ARTICLES OF INCORPORATION

OF

PBSJ INTERNATIONAL, INC.

FILED
1991 AUG 19 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is PBSJ INTERNATIONAL, INC.

ARTICLE II

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Department of State

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The document number of this corporation is S74344.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
20th day of August, 1991.

Jim Smith

Jim Smith
Secretary of State

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

CR2E022 (2-91)