

P13129

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

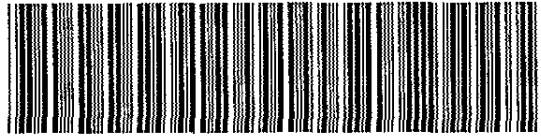
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600016386876

04/22/03--01064--005 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JUN 30 PM 3:17

Name Change
LFJ
6-30-03

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BREWER + SKALA ENGINEERS, INC.
(Name of corporation)

DOCUMENT NUMBER: P 13129

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

GERALD M SKALA
(Name of person)

JORDAN + SKALA ENGINEERS, INC.
(Name of firm/company)

6030-P UNITY DRIVE
(Address)

NORCROSS, GA 30071
(City/state and zip code)

For further information concerning this matter, please call:

GERALD M SKALA at (770) 447 5547
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JUN 30 PM 3:17


P13129

(Document number of corporation (if known))

1. Brewer & Skala, Engineers, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Georgia (Incorporated under laws of) 3. 02/05/1987 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 18, 2000
5. Jordan & Skala Engineers, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
no change
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
no change
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

6/23/03
(Date)

GERALD M. SKALA
(Typed or printed name)

PRESIDENT
(Title)

**Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 031630935
CONTROL NUMBER : H708876
DATE INC/AUTH/FILED: 10/06/1977
JURISDICTION : GEORGIA
PRINT DATE : 06/12/2003
FORM NUMBER : 215

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 JUN 30 PM 3:17

LAW OFFICE JOHN M. MILES COUNSELOR
JOHN MILES
2164 NORTH RD POB 405
SNELLVILLE, GA 30078

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**JORDAN & SKALA ENGINEERS, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 023470171
CONTROL NUMBER: H708876
EFFECTIVE DATE: 12/10/2002
REFERENCE : 0045
PRINT DATE : 12/13/2002
FORM NUMBER : 111

LAW OFFICES, JOHN M. MILES
COUNSELOR AT LAW, P.C.
P. O. BOX 405
SNELLVILLE, GA 30078

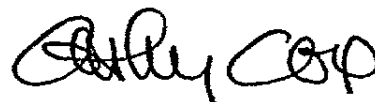
CERTIFICATE OF AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

JORDAN & SKALA ENGINEERS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

**Articles of Amendment
Jordan & Skala, Engineers, Inc.**

H 708876

1. The name of the corporation is Jordan & Skala, Engineers, Inc.
2. The amendment is to change the authorized shares in the corporation to authorize the Corporation to issue six classes of stock as follows:
 - a. Class A Stock – Common voting stock, authorized issue 50,000 shares with ten dollars per share par value.
 - b. Class B Stock – Preferred non-voting stock, authorized issue 50,000 shares with ten dollars per share par value.
 - c. Class C Stock – Preferred non-voting stock, authorized issue 50,000 shares with ten dollars per share par value. Dividends on Class C stock shall be based on the performance of the Charlotte Division of the corporation.
 - d. Class D Stock – Preferred non-voting stock, authorized issue 50,000 shares with ten dollars per share par value. Dividends on Class D stock shall be based on the performance of the Dallas Division of the corporation.
 - e. Class E Stock – Preferred non-voting stock, authorized issue 50,000 shares with ten dollars per share par value. Dividends on Class E stock shall be based on the performance of the Fourth Division of the corporation.
 - f. Class F Stock – Preferred non-voting stock, authorized issue 50,000 shares with ten dollars per share par value. Dividends on Class F stock shall be based on the performance of the Fifth Division of the corporation.
3. The amendments were approved by the shareholders at a special meeting held August 15, 2002.

4. A majority vote was required to pass the amendment. Ten thousand shares of common stock were outstanding at the time of the meeting. Ten thousand shares were present and represented at the meeting. The motion to amend the Articles of Incorporation passed by a vote of 10,000 - 0.

Jordan & Skala, Engineers, Inc.

By: 

Gerald M. Skala, President

Attest: 

Charles C. Jordan, Jr.
Secretary

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 012470144
CONTROL NUMBER : H708876
EFFECTIVE DATE : 08/30/2001
REFERENCE : 0045
PRINT DATE : 09/17/2001
FORM NUMBER : 411

JOHN M. MILES
P. O. BOX 405
SNELLVILLE GA 30078

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

JORDAN & SKALA ENGINEERS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

SKALA & ASSOCIATES, ENGINEERS, INC., A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

12470144

Articles of Merger
Skala & Associates, Engineers, Inc. 1231473 7
Into
Jordan & Skala, Engineers, Inc. 12708876

Witness these Articles of Merger, merging Skala & Associates, Engineers, Inc., a Georgia Corporation, into Jordan & Skala, Engineers, Inc., a Georgia Corporation.


1. The two corporations involved in this merger are Skala & Associates, Engineers, Inc., a Georgia Corporation and Jordan & Skala, Engineers, Inc., a Georgia Corporation.
2. Skala & Associates, Engineers, Inc. shall be the merging corporation and Jordan & Skala, Engineers, Inc. shall be the surviving corporation.
3. The surviving corporation shall be known as Jordan & Skala, Engineers, Inc.
4. Jordan & Skala, Engineers shall continue their normal operations and absorb the operations of Skala & Associates, Engineers, Inc.
5. The common stock of Jordan & Skala, Engineers, Inc. is subject to a restrictive agreement that prohibits the issuance of additional shares of stock. Therefore, the issued and outstanding shares of stock in Skala & Associates, Engineers, inc. shall be purchased by the surviving corporation for 80% of book value on August 1, 2001.
6. The proposed merger was presented to the Board of Directors of Skala & Associates, Engineers, Inc. at a specially called meeting on July 2, 2001. At that meeting, the Directors voted unanimously to approve the merger. The proposed


merger was immediately presented to the shareholders who voted unanimously to approve the merger.

7. The Board of Directors of Jordan & Skala, Engineers, Inc. have approved of the proposed merger by unanimous written consent in lieu of a special meeting. The Shareholders of Jordan & Skala, Engineers, Inc. have approved of the proposed merger by unanimous written consent in lieu of a special meeting.

In witness whereof the merging corporations have caused their respective officers to set their hands and affix their seals this 2 day of July, 2001.

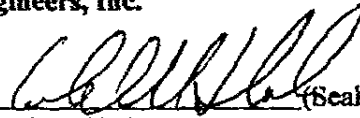
As to Skala & Associates,
Engineers, Inc.

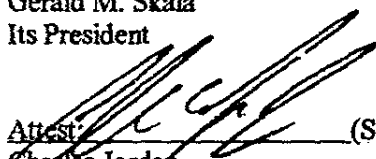
By:  (Seal)
Gerald M. Skala
Its President

Attest:  (Seal)
Charles Jordan
Its Secretary

[Corporate Seal]

As to Jordan & Skala,
Engineers, Inc.

By:  (Seal)
Gerald M. Skala
Its President

Attest:  (Seal)
Charles Jordan
Its Secretary

[Corporate Seal]

Prepared by:

Law Offices, John M. Miles
Counselor at Law, P.C.
2164 North Road
Post Office Box 405
Snellville, Georgia 30078


[770] 972-5650
[770] 972-5698 (Fax)
E-mail: john@johnmiles.com

SECRETARY OF STATE
AUG 30 10 44 AM '01
BSR (1)

SECRETARY OF STATE
01 SEP 17 AM 9:23
CORPORATIONS DIVISION

**CERTIFICATE
REGARDING
PUBLICATION**

I hereby certify that prior to forwarding the attached Articles of Incorporation to the Office of the Secretary of State, I have forwarded a "Notice of Intent to Merge" to The Gwinnett Post Tribune as required by code.



John M. Miles
Attorney for the Incorporator

Aug 30 10 24 AM '01
BSR (1)

SECRETARY OF STATE

**Plan of Merger
Skala & Associates, Engineers, Inc.
Into
Jordan & Skala, Engineers, Inc.**

This plan of merger between Skala & Associates, Engineers, Inc. as the Merging Corporation and Jordan & Skala, Engineers, Inc. as the Surviving Corporation shall be effective upon the filing of Articles of Merger with the Office of the Secretary of State and the issuance of a Certificate of Merger by that office.

1. The two corporations involved in this merger are Skala & Associates, Engineers, Inc., a Georgia Corporation and Jordan & Skala, Engineers, Inc., a Georgia Corporation.
2. Skala & Associates, Engineers, Inc. shall be the merging corporation and Jordan & Skala, Engineers, Inc. shall be the surviving corporation.
3. The surviving corporation shall be known as Jordan & Skala, Engineers, Inc.
4. Jordan & Skala, Engineers shall continue their normal operations and absorb the operations of Skala & Associates, Engineers, Inc.
5. The common stock of Jordan & Skala, Engineers, Inc. is subject to a restrictive agreement that prohibits the issuance of additional shares of stock. Therefore, the issued and outstanding shares of stock in Skala & Associates, Engineers, Inc. shall be purchased by the surviving corporation for 80% of book value on August 1, 2001.

**Minutes of a Special Meeting
of the
Shareholders
and
Board of Directors
of
SKALA & ASSOCIATES, ENGINEERS, INC.**

A special meeting of the board of directors of Skala & Associates, Engineers, Inc. was held on the 2nd day of July 2001 at the office of the corporation. The meeting was called at the request of the president and all directors were notified of the meeting. Gerald M. Skala, president of the corporation acted as chairman of the meeting, Charles Jordan kept the minutes of the meeting. The president noted that all of the shareholders were present in person without protest and that all other and further notice of the meeting was thereby waived. The President noted that both of the two directors were present in person.

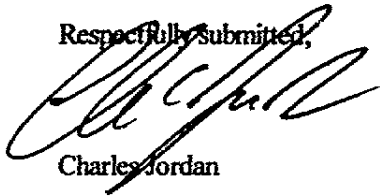
The president announced that the first order of business was consideration of a plan to merge this corporation into Jordan & Skala, Engineers, Inc., a Georgia Corporation.

Following discussion, it was unanimously approved, by the Board of Directors to approve the plan of merger of Skala & Associates, Inc. into this corporation. Under the plan of merger, this corporation will undertake to honor all of the contracts of the merged corporation and will purchase the outstanding shares of stock of stock for book value on August 1, 2001. A copy of the proposed Articles of merger is attached to this consent.

Immediately following the action by the Board of Directors, the matter was presented to the shareholders. There are currently 35,000 shares of common voting stock issued and outstanding. Following discussion, a vote was taken and the matter passed, 35,000 shares voting and 0 shares voting against.

There being no further business to come before the meeting, it stood adjourned.

Respectfully submitted,



Charles Jordan

SECRETARY OF STATE
AUG 30 10 24 AM '01
BSR (1)

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
IN LIEU OF A SPECIAL MEETING
JORDAN & SKALA, ENGINEERS, INC.**

The undersigned, being all the Shareholders of this Corporation, a Georgia Corporation, do hereby take the following action in writing in lieu of at a special meeting thereof, effective July 2, 2001 at 12:01 AM Eastern Time;

Approve the plan of merger of Skala & Associates, Inc. into this corporation. Under the plan of merger, this corporation will undertake to honor all of the contracts of the merged corporation and will purchase the outstanding shares of stock of stock for book value on August 1, 2001. A copy of the proposed Articles of merger is attached to this consent.

There are currently 10,000 shares of common voting stock issued and outstanding.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 2nd day of July, 2001.


Gerald M. Skala, Shareholder, 7500 Shares


Charles Jordan, Shareholder, 2500 Shares


Timothy E. Milam, Shareholder, 100 Shares


James R. Heffeli, Shareholder, 100 Shares

AUG 30 10 21 AM '01
BSR (1)

SECRETARY OF STATE

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 003550704
CONTROL NUMBER: H708876
EFFECTIVE DATE: 12/18/2000
REFERENCE : 0077
PRINT DATE : 12/20/2000
FORM NUMBER : 611

JOHN M. MILES
2164 NORTH ROAD
POST OFFICE BOX 405
SNELLVILLE, GA 30078

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that



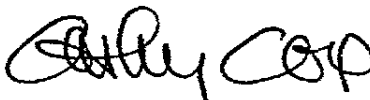
BREWER & SKALA, ENGINEERS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

JORDAN & SKALA ENGINEERS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

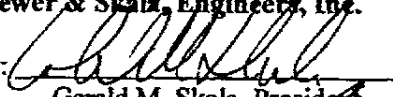
Cathy Cox
Secretary of State

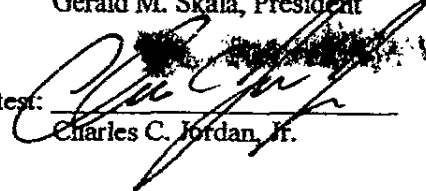
003550904

**Articles of Amendment
Brewer & Skala, Engineers, Inc.**

1. The name of the corporation is Brewer & Skala, Engineers, Inc.
2. The first amendment is to change the name of the corporation to Jordan & Skala, Engineers, Inc.
3. The second amendment is to change the authorized shares in the corporation to authorize the Corporation to issue three classes of stock as follows:
 - a. Class A Stock – Common voting stock, authorized issue 50,000 shares with ten dollars per share par value.
 - b. Class B Stock – Preferred non-voting stock, authorized issue 50,000 shares with ten dollars per share par value.
 - c. Class C Stock – Preferred non-voting stock, authorized issue 50,000 shares with ten dollars per share par value. Dividends on Class C stock shall be based on the performance of the Charlotte Division of the corporation.
4. The amendments were approved by the shareholders at a special meeting held November 21, 2000.
5. A majority vote was required to pass the amendment. Ten thousand shares of common stock were outstanding at the time of the meeting. Ten thousand shares were present and represented at the meeting. The motion to amend the Articles of Incorporation passed by a vote of 10,000 – 0.

Brewer & Skala, Engineers, Inc.

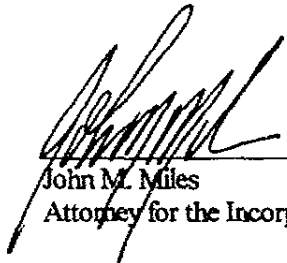
By: 
Gerald M. Skala, President

Attest: 
Charles C. Jordan, Jr.

SECRETARY OF STATE
00 DEC 18 AM 11:54
CORPORATIONS DIVISION

**CERTIFICATE
REGARDING
PUBLICATION**

I hereby certify that prior to forwarding the attached Articles of Incorporation to the Office of the Secretary of State, I have forwarded a "Notice of Intent to Amend Articles of Incorporation" to The Gwinnett Post Tribune as required by code.



John M. Miles
Attorney for the Incorporator

Secretary of State
Business Services and Regulation
Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

TRANSACTION NUMBER : 89067204
CHARTER NUMBER : 7708876
DATE INCORPORATED : 10/06/77
DATE AMENDED : 03/08/89
EXAMINER : M. MATEEN
TELEPHONE NUMBER : (404) 656-2811

MAILED TO:
JOHN M. MILES
POB 405
SNELLVILLE, GA. 30276

CERTIFICATE OF AMENDMENT

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that the articles of incorporation of

"FRANK M. BREWER & ASSOCIATES, INC."
changing its name to
"BREWER & SKALA ENGINEERS, INC."

have been duly amended under the laws of the State of Georgia, by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true and correct copy of said articles of amendment.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: MARCH 10, 1989

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



89067204

ARTICLES OF AMENDMENT

Frank M. Brewer & Associates, Inc.

1.

The name of the Corporation is Frank M. Brewer & Associates, Inc.

2.

The Amendment is to change the corporate name to Brewer & Skala, Engineers, Inc.

3.

The Amendment was approved by the Shareholders at a special meeting held January 18, 1989.

4.

A majority vote was required to pass the Amendment. One Hundred shares of common stock were outstanding at the time of the meeting, One Hundred shares were present at the meeting and the Motion to Amend the Articles passed by a vote of 100-0.

Frank M. Brewer & Associates, Inc.

By: Frank M. Brewer, Jr.
Frank M. Brewer, Jr.
President

Attest: Frank M. Brewer, Sr.
Frank M. Brewer, Sr.,
Secretary

Secretary of State

Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30331

FORM NUMBER : NR
CERTIFICATE DATE : 01/24/89
DOCKET NUMBER : 89020084
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-2821

REQUESTED BY:

JOHN WILES
RPH 405
SMILLVILLE GA 30278

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS, PROFESSIONAL ASSOCIATIONS AND LIMITED PARTNERSHIPS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"BREWER & SKALA ENGINEERS, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (CP, FP, ON, FN, & PA), SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS (7D OR 7F) AND SIX CALENDAR MONTHS FOR BANKS (BK) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP OR APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

THE SECRETARY OF STATE MAY EXTEND THE CERTIFICATE FOR ONE PERIOD IF THE APPLICANT SUBMITS A \$20.00 FEE AND A WRITTEN REQUEST EXPLAINING WHY THE EXTENSION IS REQUESTED.



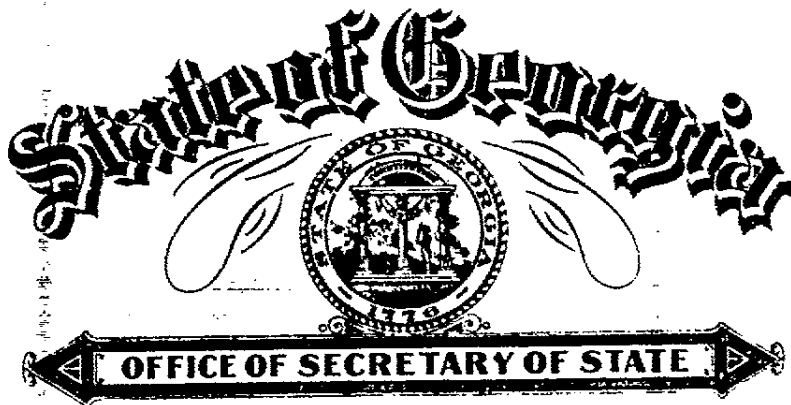
Max Cleland

MAX CLELAND
SECRETARY OF STATE

Il Wayne Howell

IL WAYNE HOWELL
DEPUTY SECRETARY OF STATE

DUPLICATE



J. Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"FRANK M. BREWER & ASSOCIATES, INC."

has been duly incorporated under the laws of the State of Georgia on the **6th** day of **October**, 19 **77**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **6th** day of **October** in the year of our Lord One Thousand Nine Hundred and Seventy **Seven** and of the Independence of the United States of America the Two Hundred and **Two**.

Ben W. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
FRANK M. BREWER & ASSOCIATES, INC.

ONE

The name of the corporation is: " FRANK M. BREWER &
ASSOCIATES, INC."

TWO

The corporation shall have perpetual duration.

THREE

The corporation is organized as a corporation for profit pursuant to the provisions of the Georgia Business Corporations Act and is organized for any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Georgia, including but not limited to providing Consulting Engineering Services, and shall be authorized in connection therewith to carry on any lawful business.

FOUR

The corporation shall have authority to be exercised by the Board of Directors to issue not more than 10,000 shares of common voting stock of the par value of \$10.00 per share.

FIVE

Shareholders shall have a preemptive right to acquire unissued shares of the corporation as well as new issues of shares. Each shareholder shall have this right to his pro-rata share of the unissued shares or of the new issue.

SIX

The corporation shall not commence business until it shall have received at least Five Hundred Dollars (\$500.00) in payment for the issuance of shares of stock.

SEVEN

The initial registered office of the corporation shall be at 1639 Tullie Circle, N. E., Atlanta, Georgia. The initial registered agent of the corporation shall be FRANK M. BREWER, SR.

EIGHT

The initial Board of Directors shall consist of two members. Their names and addresses are as follows:

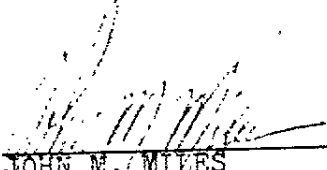
Frank M. Brewer, Sr.
2783 Pioneer Court
Chamblee, Georgia
30341

Frank M. Brewer, Jr.
1675 Broughton Court
Dunwoody, Georgia
30338

NINE

The name and address of the incorporator is FRANK M. BREWER, SR., 2783 Pioneer Court, Chamblee, Georgia 30341.

IN WITNESS WHEREOF, the undersigned executes these
Articles of Incorporation.



JOHN M. MILES
Attorney for the Incorporator

JOHN M. MILES
Attorney at Law
Chadwick Building
2821 West Main Street
P. O. Box 405
Snellville, Georgia 30278
404/972-5650

State of Georgia

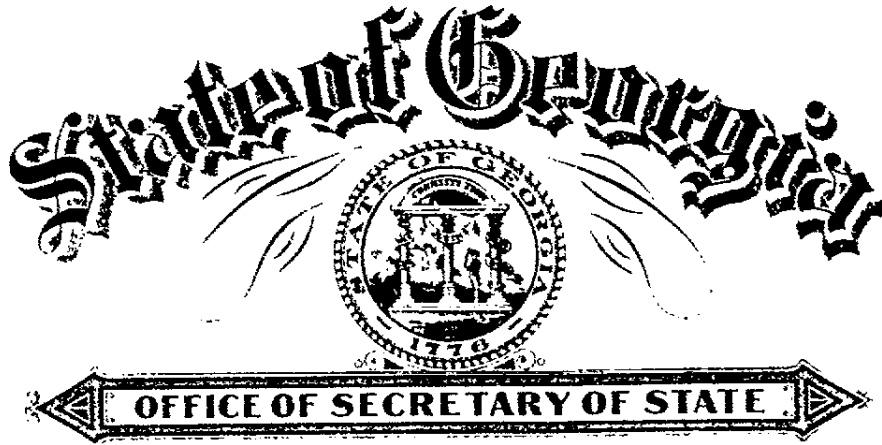
County of DeKalb

I, FRANK M. BREWER, SR., of said county and state do hereby
freely and voluntarily consent to serve as the registered
agent in the State of Georgia for FRANK M. BREWER &
ASSOCIATES, INC., a Georgia corporation.

Witness my hand this 26th day of September 1977.



Frank M. Brewer, Sr.



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"FRANK M. BREWER & ASSOCIATES, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 27th day of September, in the year of our Lord One Thousand Nine Hundred and Seventy Seven and of the Independence of the United States of America the Two Hundred and Two.

Ben W. Fortson Jr.
Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia