

AEC, INC. 9005014

8

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 9005014 DP
DATE INCORPORATED: MARCH 15, 1990
COUNTY : FULTON
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-2811

MAILED TO:

W.N. LITTLE
505 G. ST.
BRUNSWICK GA 31521

CERTIFICATE OF INCORPORATION

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

"ASSOCIATED ENGINEERING CONSULTANTS, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA ON THE DATE SET FORTH ABOVE, 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.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: MARCH 15, 1990

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

90 014 001 0000

ARTICLES OF INCORPORATION
OF
ASSOCIATED ENGINEERING CONSULTANTS, INC.

I.

The name of the corporation is "Associated Engineering Consultants, Inc."

II.

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code, and the corporation elects to be governed by the provisions of the Georgia Professional Corporation Act.

III.

The corporation is a corporation for profit and is organized for the purpose of practicing the profession of professional engineering, architecture, and land surveying.

IV.

The corporation shall have authority to issue not more than one thousand (1,000) shares of common stock.

V.

The shares of the corporation shall only be issued to, held by, or transferred to a person who is licensed in Georgia to

practice the profession of professional engineering, architecture, and land surveying, and who, unless disabled, is actively engaged in such practice as an active practicing member of the corporation, except as otherwise permitted under the provisions of the Georgia Professional Corporation Act, and each stock certificate of the corporation shall be appropriately endorsed disclosing this restriction and stating that shares standing in the name of a retired person or a person disqualified to practice the profession of professional engineering, architecture, and land surveying, or in the name of the personal representative of a deceased person, except during the holding period provided by the provisions of the Georgia Professional Corporation Act, are void.

VI.

The initial registered office of the corporation shall be located at 11505 Elkins Road, Roswell, Fulton County, Georgia 30076. The initial registered agent of the corporation at such address shall be Charles H. McMillan, III.

VII.

The mailing address of the initial principal office of the corporation shall be 11505 Elkins Road, Roswell, Georgia 30076.

VIII.

The initial Board of Directors shall consist of one member, who shall be: Charles H. McMillan, III, whose address is 11505 Elkins Road, Roswell, Georgia 30076. Charles H. McMillan, III, is

also the member of the initial Board of Directors who is licensed in Georgia to practice the profession of professional engineering and to practice the professions of architecture and land surveying to the extent existing laws permit overlapping practices by members of those professions not inconsistent with the ethics of the professions involved.

IX.

All decisions made by the initial Board of Directors or by any subsequent Board of Directors relating wholly to professional considerations concerning the practice of professional engineering, architecture, and land surveying shall be made only by those members of the Board of Directors who are licensed to practice said profession in Georgia, and such decisions by the members of the Board of Directors so licensed shall be the act of the Board of Directors.

X.

At least one member of the Board of Directors and the President of the corporation shall be licensed in Georgia to practice the profession of professional engineering.

XI.

The corporation will practice the profession of professional engineering, architecture, and land surveying only through its officers, employees, and agents who are duly licensed or otherwise

legally authorized to practice the profession of professional engineering, architecture, and land surveying in the State of Georgia, but the corporation may employ unlicensed persons in capacities in which they are not rendering professional services to the public in the course of their employment.

XII.

The name and address of the incorporator is:

W. N. Little

508 G Street
Post Office Box 751
Brunswick, Georgia 31521

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


.....
W. N. Little

MAR 13 8 46 AM '98
SECRETARY OF STATE

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

FORM NUMBER : NR
CERTIFICATE DATE : 02/27/90
DOCKET NUMBER : 90057048
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-3173

REQUESTED BY:

W. N. LITTLE
POST OFFICE BOX 751
BRUNSWICK GA 31521

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 GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"ASSOCIATED ENGINEERING CONSULTANTS, INC."

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

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.

Max Cleland

MAX CLELAND
SECRETARY OF STATE

Wayne Howell

WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

98 014 001 0005

SSDL SYSDATE 03/14/90

*** DOCKET ***
ACTIVE FILE

DOCKET# ----- CORPORATION NAME ----- TYPE DISP
900727: ASSOCIATED ENGINEERING CONSULTANTS, INC. DP 72

Invoice Amount : \$ 60.00 Category: Counter-trans flag:
Total Amount : \$ 60.00 I/R: R Publ:

REMARK: CHARTERS, DOMESTIC PROF FOR ASSOCIATED ENGINEERING CONSULTANTS, INC.

PREVIOUS DOCKET NO:

BILL TO INFORMATION:

Name: W. N. LITTLE
Addr: 508 B STREET, PO BOX 751
City: BRUNSWICK State: GA Zip: 31521

COMMENT: 01 - CORPORATIONS

COMMAND: ENTER (C)continue (S)top

MESSAGE: *** INQUIRY ONLY - NO CHANGES WITH THIS FUNCTION



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I. Filing Date: 2/13/90 Code: _____ Docket Number: 90072727
Assigned Exam: _____ Amount: \$ _____ By: _____
Charter Number: 9005014 Completed: 72

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: Associated Engineering Consultants, Inc.
Mailing Address: 11505 Elkins Road,
City: Roswell County: Fulton State: Georgia Zip Code: 30076

III. Fees Submitted By: W. N. Little
Amount Enclosed: \$ 60.00 Check Number: 3287

IV. Incorporator: W. N. Little
Address: 508 G Street; Post Office Box 751
City: Brunswick State: Georgia Zip Code: 31521
Incorporator: _____
Address: _____
City: _____ State: _____ Zip Code: _____

V. Registered Agent/Office: Charles H. McMillan, III
Address: 11505 Elkins Road
City: Roswell County: Fulton State: Georgia Zip Code: 30076

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST

	Applicant	Examiner
1. Original and one conformed copy of Articles of Incorporation	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Corporate name verification number <u>90057048</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Authorized shares stated	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Incorporator's signature	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Post effective date, if applicable	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Number of pages attached	<u>n/a</u>	<input type="checkbox"/>
	<u>9</u>	<input type="checkbox"/>

VII. Applicant/Attorney: W. N. Little Telephone: (912) 265 1032
Address: 508 G Street; Post Office Box 751
City: Brunswick, State: Georgia Zip Code: 31521

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: W. N. Little Date: March 9, 1990

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

DOCKET NUMBER : K93630583
CONTROL NUMBER: K005014
EFFECTIVE DATE: 12/22/1999
REFERENCE : 0047
PRINT DATE : 12/29/1999
FORM NUMBER : 111

RANDY M. WELLS & ASSOCIATES
1105 SANCTUARY PKWY.
SUITE 120
ALPHARETTA, GA 30004

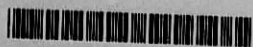
CERTIFICATE OF AMENDMENT

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

ASSOCIATED ENGINEERING CONSULTANTS, 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

Cathy Cox
Secretary of State

K005014
K93630583

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ASSOCIATED ENGINEERING CONSULTANTS, INC.**

I

The name of the corporation is ASSOCIATED ENGINEERING CONSULTANTS, INC.

II

Effective the date hereof, Article II through and including Article XI are deleted in their entirety and replaced with the following Article II through Article VII, to read as follows:

ARTICLE II

PERIOD OF DURATION

The Corporation shall have perpetual duration.

ARTICLE III

PURPOSE

The corporation is organized as a corporation for profit, and is organized for the following general purposes:

(1) To engage in the business of performing any and all functions, duties and responsibilities normally associated with and necessary for performing the services of and/or practicing the professions of professional engineering, landscape architecture, and land surveying; and

(2) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

IN FURTHERANCE OF AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Georgia, and the objects and purposes herein set forth, it is expressly provided that to such extent as a corporation organized under the Georgia Business Corporation Code may now or hereafter lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations

firms or individuals, all and everything necessary, suitable convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and, in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Business Corporation Code or under any act amendatory thereof, supplemental thereto or substituted therefore.

The foregoing provisions of this Article III shall be construed both as purposes and powers and each as an independent purpose and power and power. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided in this Article III, be in no way limited or restricted by reference to, or inference from the terms of any other ARTICLE of these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall have authority to be exercised by the Board of Directors to issue not more than 500,000 shares of common stock of \$1.00 par value per share (such stock to be entitled the "Common Stock"), and 500,000 shares of \$1.00 par value per share (such stock to be entitled the "Preferred Stock"), which may be issued by the Board of Directors as hereinafter provided. Authority is hereby expressly granted to and vested in the Board of Directors to issue the Preferred Stock from time to time in one or more series with such voting powers, full or limited, or no voting powers, and in such designations, preferences, and relative, participating, optional or other special rights and qualifications, limitations, or restrictions thereof, and shall be stated or expressed in the resolutions adopted by the Board of Directors providing for the issue of such series, or in a resolution or resolutions thereof as adopted by law.

ARTICLE V

PREEMPTIVE RIGHTS

All of the holders of shares of Common Stock shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any additional shares of Common Stock of the corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such additional shares of Common Stock, or any shares, evidences of indebtedness or other securities convertible into or

carrying options or warrants to purchase, subscribe for or otherwise acquire any such additional shares of Common Stock, or any shares, evidence of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any additional shares of Common Stock.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at: 1105 Sanctuary Parkway, Suite 120, Alpharetta, Georgia 30004 in Fulton County. The initial registered agent of the Corporation at such address shall be: Randy M. Wells.

ARTICLE VII

INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 50 Warm Springs Circle, Suite 100, Roswell, Georgia 30075.

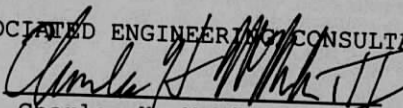
All other provisions of the Articles of Incorporation shall remain in full force and effect.

III

This amendment was duly approved by the shareholders in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code and adopted on December 14, 1999.

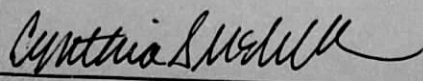
IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized director, this 14th day of December, 1999.

ASSOCIATED ENGINEERING CONSULTANTS, INC.

By: 
Charles H. McMillan, III,
President

[CORPORATE SEAL]

ATTEST:

By: 
Cynthia S. McMillan,
Secretary



SECRETARY OF STATE
DEC 22 9 21 AM '99
BSR (3)

RANDY M. WELLS & ASSOCIATES
ATTORNEY AT LAW

1105 Sanctuary Parkway, Suite 120
Alpharetta, Georgia 30004

OFFICES LOCATED IN:
ALPHARETTA, GEORGIA
ATLANTA, GEORGIA

PHONE (770) 752-7677
EXT. 118
FAX (770) 752-7622

December 20, 1999

Secretary of State
Corporations Division
Suite 306, West Tower
2 Martin Luther King, Jr. Drive, S.E.
Atlanta, Georgia 30334

Re: Filing of Articles of Amendment to the Articles of Incorporation
of ASSOCIATED ENGINEERING CONSULTANTS, INC.

Dear Sir or Madam:

Pursuant to Section 14-2-1006 of the Georgia Business Corporation
Code, we enclose for filing, on behalf of ASSOCIATED ENGINEERING
CONSULTANTS, INC., the following:

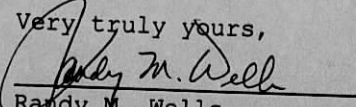
1. One manually signed and one conformed copy of the Articles of
Amendment to the Articles of Incorporation of ASSOCIATED ENGINEERING
CONSULTANTS, INC.

2. A check in the amount of \$20.00 payable to the Secretary of
State in payment of the filing fee.

Please stamp or otherwise endorse your official title and the
date and time of receipt on both the enclosed original and the copy
pursuant to Section 14-2-125 of the Georgia Business Corporation Code
evidencing that the Articles of Incorporation of ASSOCIATED
ENGINEERING CONSULTANTS, INC. have been duly amended and deliver the
copy to the undersigned.

Please contact the undersigned at 770-752-7677 (ext.118) if you
have any questions regarding this filing.

Very truly yours,


Randy M. Wells,
Attorney at Law

For ASSOCIATED ENGINEERING CONSULTANTS, INC.

Enclosures

Secretary of State

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

DOCKET NUMBER : 011210864
CONTROL NUMBER: K005014
EFFECTIVE DATE: 04/25/2001
REFERENCE : 0093
PRINT DATE : 05/01/2001
FORM NUMBER : 611

RANDY M. WELLS
11675 RAINWATER DR.#425
ALPHARETTA GA 30004

CERTIFICATE OF NAME CHANGE AMENDMENT

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

ASSOCIATED ENGINEERING CONSULTANTS, INC. A DOMESTIC PROFIT CORPORATION

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

AEC, 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
CATHY COX
SECRETARY OF STATE



71010864

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ASSOCIATED ENGINEERING CONSULTANTS, INC.

14005014
10/18/132

I

The name of the corporation is ASSOCIATED ENGINEERING CONSULTANTS, INC.

II

Effective the date hereof, the name of the corporation is changed to "AEC, INC." and Article 1 of the Articles of Incorporation of ASSOCIATED ENGINEERING CONSULTANTS, INC. is amended to read as follows:

The name of the corporation is **AEC, INC.**

All other provisions of the Articles of Incorporation shall remain in full force and effect.

III

This amendment was duly approved by the shareholders in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code and adopted on February 22, 2001.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized director, this 22nd day of February, 2001.

ASSOCIATED ENGINEERING CONSULTANTS, INC.

By: *Charles H. McMillan, III*
CHARLES H. MCMILLAN, III, President

[CORPORATE SEAL]

ATTEST:

By: *Cynthia S. McMillan*
CYNTHIA S. MCMILLAN, Secretary

BSR (6)
Apr 25 3 46 PM '01
SECRETARY OF STATE

**CERTIFICATE REGARDING
REQUEST FOR PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME**

The undersigned hereby certifies that a request for publication of a notice of intent to file articles of amendment of ASSOCIATED ENGINEERING CONSULTANTS, INC., a Georgia corporation, and payment therefor has been made as required by Section 14-2-1006.1 of the Official Code of Georgia Annotated.

IN WITNESS WHEREOF, the undersigned does hereby set his hand and seal this 22nd day of February, 2001.



CHARLES H. MCMILLAN, III (SEAL)
President

SECRETARY OF STATE
APR 25 3 46 PM '01
BSR (6)

LAW OFFICES
RANDY M. WELLS & ASSOCIATES, LLC

BUILDING 600, SUITE 425
11675 RAINWATER DRIVE
ALPHARETTA, GEORGIA 30004

TELEPHONE (770) 934-8522
TELECOPIER (678) 584-0012
EMAIL: RMWELLS@MINDSPRING.COM

MAILING ADDRESS:
P.O. BOX 508
SUWANEE, GEORGIA 30024-0508

April 23, 2001

Secretary of State, Corporations Division
Suite 306, West Tower
2 Martin Luther King, Jr. Drive, S.E.
Atlanta, Georgia 30334

Re: Filing of Articles of Amendment to the Articles of Incorporation
of ASSOCIATED ENGINEERING CONSULTANTS, INC.

Dear Sir or Madam:

Pursuant to Section 14-2-1006 of the Georgia Business Corporation Code, we enclose for filing, on behalf of ASSOCIATED ENGINEERING CONSULTANTS, INC., the following:

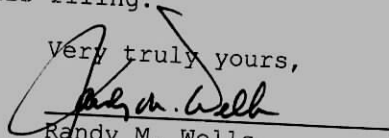
1. One manually signed and one conformed copy of the Articles of Amendment to the Articles of Incorporation of ASSOCIATED ENGINEERING CONSULTANTS, INC.
2. A check in the amount of \$20.00 payable to the Secretary of State in payment of the filing fee.
3. A certificate executed by an officer of ASSOCIATED ENGINEERING CONSULTANTS, INC., verifying that the request for publication of a notice of intent to file articles of amendment to change the name of **ASSOCIATED ENGINEERING CONSULTANTS, INC.** and payment therefor have been made as required by Section 14-2-1006. 1(b) of the Georgia Business Corporation Code.

Please stamp or otherwise endorse your official title and the date and time of receipt on both the enclosed original and the copy pursuant to Section 14-2-125 of the Georgia Business Corporation Code evidencing that the Articles of Incorporation of ASSOCIATED ENGINEERING CONSULTANTS, INC. have been duly amended and deliver the copy to the undersigned.

Page 2
April 23, 2001

Please contact the undersigned at 770-934-8522 if you have any questions regarding this filing.

Very truly yours,



Randy M. Wells

For ASSOCIATED ENGINEERING CONSULTANTS, INC.

Enclosures