

L0100002188

SHUMAKER, LOOP & KENDRICK, LLP

128 SOUTH TRYON STREET, SUITE 800
CHARLOTTE, NORTH CAROLINA 28202
TELEPHONE (704) 375-0000
FAX (704) 332-1197

OTHER OFFICE LOCATIONS

COLUMBUS
TAMPA
TOLEDO

Rebecca Losee Petitgout
Paralegal
rpetitgo@slk-law.com

February 7, 2001

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300003661743--6
-02/08/01--01072--009
****160.00 ****160.00

RE: American Generator Company, LLC

Dear Sir or Madame:

Enclosed please find one original and one copy of executed Articles of Organization of American Generator Company, LLC for filing. Please note that this name was cleared for availability by your customer service department. Also enclosed is a check in the amount of \$160.00 in payment of your filing fee, designation of registered agent fee and your certified copy and certificate of status fees.

Upon filing, please return the Articles of Organization to the undersigned in the pre-addressed Federal Express envelope provided.

If you have any questions concerning the enclosed document, please contact the undersigned directly. Thank you for your attention to this matter.

Sincerely yours,

SHUMAKER, LOOP & KENDRICK, LLP

Rebecca Losee Petitgout
Rebecca Losee Petitgout,
Corporate Paralegal

L01-2188
OK

Enclosures

cc: Jack Santaniello, Esq.

FILED
FEB-8 PM 5:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE AMERICAN GENERATOR COMPANY, LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company is:

THE AMERICAN GENERATOR COMPANY, LLC.

**ARTICLE II
Address**

The street and mailing address of the principal office of the Limited Liability Company is:

**240 Circle Drive
Maitland, Florida 32751**

**ARTICLE III
Registered Agent, Registered Office & Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

Michael Nelson
240 Circle Drive
Maitland, Florida 32751

Having been named as registered agent and to accept service of process for the above-stated Limited Liability Company at the place designated in this 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 as provided for in Chapter 608, Florida Statutes.



Registered Agent's Signature

**ARTICLE IV
Management**

The Limited Liability Company is to be managed by a manager or managers.

FILED
01 FEB -3 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Indemnification

The Limited Liability Company shall, to the fullest extent permitted by Section 608.4363 of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article V shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the regulations of the Limited Liability Company, by agreement or otherwise.

MEMBER:

CERTIFIED ELECTRICAL DISTRIBUTORS, INC.

By: 
DONALD CHAMBERS, Chief Operating Officer

(In accordance with section 608.408(3), Florida Statutes, the execution
of this document constitutes an affirmation under the penalties of perjury
that the facts stated herein are true)

DONALD CHAMBERS, Chief Operating Officer

FILED
01 FEB -8 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA