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January 12, 2001

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 JAN 16 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Incorporation "AMERICAN ELECTRIC OF WINTER HAVEN, INC.

Gentlemen:

Please Incorporate AMERICAN ELECTRIC OF WINTER HAVEN, INC.... Enclosed are two copies of the Articles of Incorporation for "AMERICAN ELECTRIC OF WINTER HAVEN, INC..." and a check for \$78.75 to pay the Incorporation fee.

Sincerely,



Thomas E. Evans, Jr., CPA
Thomas E. Evans, Jr., CPA, PA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN ELECTRIC OF WINTER HAVEN, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate Name is: AMERICAN ELECTRIC OF WINTER HAVEN, INC., The principal corporate address is: 1304 N Lake Shipp Drive, Winter Haven, FL 33880.

ARTICLE TWO

DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business allowable under the Laws of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered office of the Corporation is 1304 N. Lake Shipp Drive, Winter Haven, Florida 33880, and the name of the initial Registered Agent at such address is Randy Valley.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one Director and a maximum of three directors.

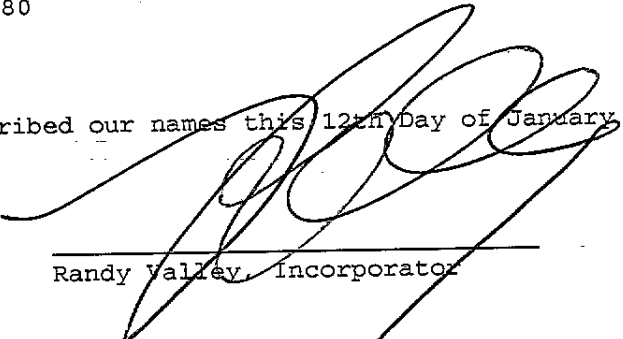
ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is:

Randy Valley
1304 N. Lake Shipp Drive
Winter Haven, FL 33880

IN WITNESS WHEREOF. We have Subscribed our names this 12th Day of January 2001.



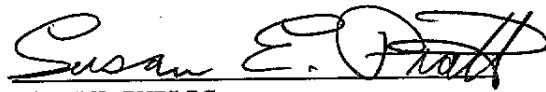
Randy Valley, Incorporator

STATE OF FLORIDA

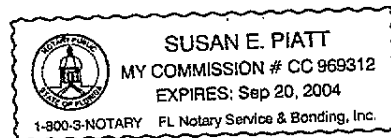
COUNTY OF POLK:

On this 12th Day of January 2001 before me personally appeared Randy Valley known to be the person whose names are subscribed to the within instrument, and acknowledged that they have executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

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

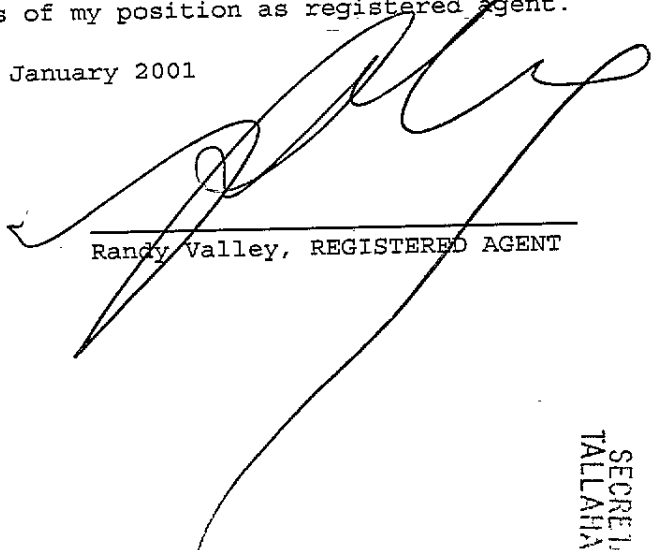
1. The name of the corporation is: AMERICAN ELECTRIC OF WINTER HAVEN, INC.
2. The name and address of the registered agent and office, is:

Randy Valley
1304 N. Lake Shipp Drive
Winter Haven, FL 33880

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation 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.

DATED: This 12th Day of January 2001



Randy Valley, REGISTERED AGENT

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TALLAHASSEE, FLORIDA