

P01000016509
STEWART & STORTER

JAMES C. STEWART, JR.
ALSO ADMITTED IN GEORGIA
JCSJR@STEWARTANDSTORTER.COM

SUSAN J. STORTER
PRACTICE LIMITED TO ADOPTION
SJS@STEWARTANDSTORTER.COM

DANEILLE D. STEWART, CLA, CFLA
CERTIFIED LEGAL ASSISTANT
DDS@STEWARTANDSTORTER.COM

ATTORNEYS AT LAW

(941) 353-1040
FAX (941) 353-5191
PLEASE VISIT OUR WEBSITE AT
WWW.STEWARTANDSTORTER.COM

SUITE 101
11925 COLLIER BOULEVARD
GOLDEN GATE, FL 34116-6543

February 9, 2001

DIVISION OF CORPORATIONS
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-02/12/01--01114--024
****122.50 ****78.75

RE: INGOLD ELECTRIC, INC.,
A FLORIDA CORPORATION

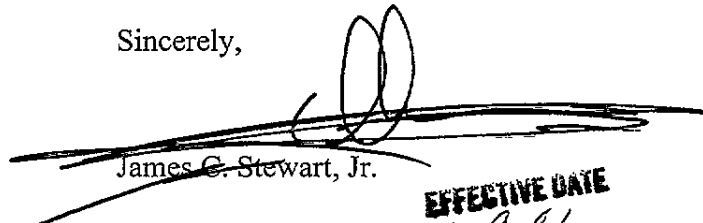
Dear Sir or Madam:

Enclosed herein please find articles of incorporation for the above referenced corporation. Also enclosed is my client's check in the amount of \$122.50 to cover the cost of filing and the cost of a certified copy of the filed articles.

Please also note that corporate existence of the corporation commences February 9, 2001.

Please file the foregoing articles and send a certified copy of the filed articles to me at the above address. I appreciate your assistance in this matter.

Sincerely,



James C. Stewart, Jr.

cc: Mr. Edward Ingold

ENCLOSURES AS INDICATED

EFFECTIVE DATE
2-9-01

FILED
01 FEB 12 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN FEB 13 2001

EFFECTIVE DATE

2-9-01

FILED

01 FEB 12 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INGOLD ELECTRIC, INC.,
A FLORIDA CORPORATION

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the *FLORIDA BUSINESS CORPORATION ACT*, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

INGOLD ELECTRIC, INC.,
A FLORIDA CORPORATION

SECOND: The principal office or mailing address of the Corporation is:

3304 Dutchess Drive
Naples, Florida 34112

THIRD: The aggregate number of shares that the Corporation is authorized to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, the par value of each such share shall be **ONE AND NO/100S DOLLARS (\$1.00)**. Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543,

and the name of the Corporation's initial registered agent at such address is:

JAMES C. STEWART, JR.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is **ONE (1)**, and the name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as

follows:

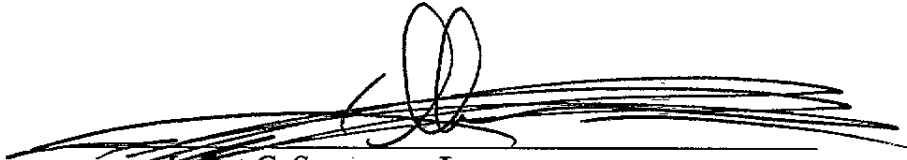
EDWARD INGOLD
3304 Dutchess Drive
Naples, Florida 34112

SIXTH: The name and address of the sole incorporator is:

JAMES C. STEWART, JR., ESQUIRE
STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543


SEVENTH: The corporate existence of the Corporation shall commence on
FEBRUARY 9, 2001.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator
hereinbefore named, for the purpose of forming a corporation under the *Florida Business
Corporation Act*, has executed these Articles of Incorporation, this 9th day of
FEBRUARY, 2001.



JAMES C. STEWART, JR.
Sole Incorporator

I, JAMES C. STEWART, JR., having been designated to act as registered agent,
hereby agree to act in such capacity.



JAMES C. STEWART, JR.

FILED
01 FEB 12 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA