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GILBRIDE, HELLER & BROWN, P.A.

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* MEMBER OF FLORIDA BAR AND VIRGINIA BAR
* MEMBER OF THE FLORIDA BAR AND ALABAMA BAR

TELEPHONE 358-3580
AREA CODE 305
FAX (305) 374-1756

April 21, 1995

Secretary of State of
Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Economic Electric Motors of Palm Beach, Inc.

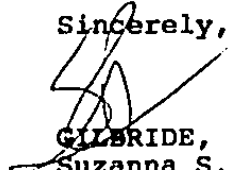
Gentlemen:

Enclosed find original and one Articles of Incorporation for the above corporation and our firm's check in the amount of \$122.50 which covers the new corporation filing fee.

Please return in the enclosed self-addressed stamped envelope a date stamped copy.

If you have any questions, please contact the undersigned.

Sincerely,



GILBRIDE, HELLER & BROWN, P.A.
Suzanna S. Perez, Legal Assistant

sp/enclosures

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ARTICLES OF INCORPORATION
OF ECONOMIC ELECTRIC MOTORS OF PALM BEACH, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is ECONOMIC ELECTRIC MOTORS OF PALM BEACH, INC.

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock classes, shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall begin

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business shall not be less than \$500.00

ARTICLE V
BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be the time of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial street address of the principal office of this corporation is WABASSO ROAD, WEST PALM BEACH, FLORIDA 33409.

ARTICLE VIII
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The name and address of the initial director of the corporation is:

ALLEN ALAVI
WABASSO ROAD
WEST PALM BEACH, FLORIDA 33409

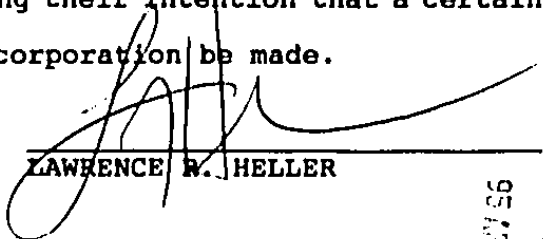
ARTICLE X
THE NAME AND ADDRESS OF THE SUBSCRIBER
TO THESE ARTICLES OF INCORPORATION

LAWRENCE R. HELLER, ESQUIRE
GILBRIDE, HELLER & BROWN, P.A.
ONE BISCAYNE TOWER - SUITE 1570
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

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**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.




LAWRENCE R. HELLER

STATE OF FLORIDA :
:
COUNTY OF DADE :

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I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared LAWRENCE R. HELLER, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he/she acknowledge before me that he/she subscribed to those Articles of Incorporation.

WITNESS, my official seal in the County and State aforesaid, this 21st day of April, 1995.



Notary Public State of Florida
at Large
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 12/31/95

My commission expires:

**CERTIFICATE OF RESIDENT AGENT
OF ECONOMIC ELECTRIC MOTORS OF PALM BEACH, INC.**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That ECONOMIC ELECTRIC MOTORS OF PALM BEACH, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates LAWRENCE R. HELLER, whose address is One Biscayne Tower, South Biscayne Boulevard, Suite 1570, Miami, Florida 33131, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



LAWRENCE R. HELLER
Registered Agent

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