

164642



ACCOUNT NO. : 072100000032

REFERENCE : 225140 95101A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 43.75

ORDER DATE : April 30, 1999

ORDER TIME : 4:09 PM

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ORDER NO. : 225140-005

CUSTOMER NO: 95101A

CUSTOMER: Ms. Vangie Espino-reynolds
Salley Feinberg & Hames, P.a.
P. O. Box 3829

Orlando, FL 32802-3829

DOMESTIC AMENDMENT FILING

NAME: PALMER ELECTRIC COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: CC

FILED
99 APR 30 PM 4:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 APR 30 PM 6:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-3-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 1999

CSC

TALLAHASSEE, FL

SUBJECT: PALMER ELECTRIC COMPANY
Ref. Number: 164642

RESUBMIT
Please give original
submission date as file date.

We have received your document for PALMER ELECTRIC COMPANY and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following: \$43.75

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 299A00023558

299A00023558
JAN 10 1999
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALMER ELECTRIC COMPANY

PALMER ELECTRIC COMPANY (the "Corporation"), does hereby adopt these restated Articles of Incorporation pursuant to s. 607.1007 of the Florida Statutes.

ARTICLE I

NAME

The name of the Corporation is PALMER ELECTRIC COMPANY and the business address and location of the Corporation is 875 Jackson Avenue, Winter Park, FL 32789.

ARTICLE II

CORPORATE DURATION

This Corporation commenced to exist upon the filing of the original articles of incorporation on March 24, 1951. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any objectives, or the exercise of any authority therein set forth, either alone or in conjunction with any other corporation, firm,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is Two-Hundred Thousand (200,000) . Such shares are of a single class, and have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 875 Jackson Avenue, Winter Park, FL 32789 and the name of the registered agent of this Corporation at that address is THOMAS G. BEARD.

ARTICLE VI

DIRECTORS

This Corporation shall have four (4) directors. However, the number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders.

ARTICLE VII

RIGHT OF FIRST REFUSAL

No stockholder shall transfer, alienate or in any way dispose of any share of stock of the Corporation unless such share of stock has been first offered for sale to the

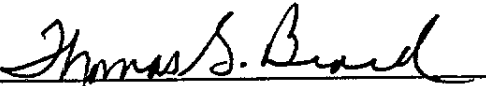
Corporation pursuant to the terms contained in this ARTICLE VII. The Corporation reserves and shall have the exclusive right and option to purchase such share of stock for a per share purchase price equal to the fair market value of such share of stock as determined, from time to time, by an appraiser selected by the Board of Directors of the Corporation.

ARTICLE VIII

AMENDMENT

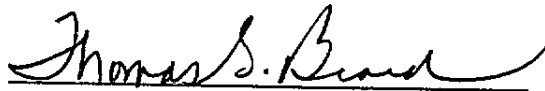
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Amended and Restated Articles of Incorporation, for the purpose of amending and restating the Corporation's articles of incorporation, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereto set my hand and seal this 28th day of April, 1999.


THOMAS G. BEARD
President, Palmer Electric Company

CERTIFICATE CONFIRMING SHAREHOLDER APPROVAL

I hereby certify that the number of votes cast by the shareholders for these Amended and Restated Articles of Incorporation was sufficient for their approval and hereto set my hand and seal this 20th day of April, 1999.



THOMAS G. BEARD

President, Palmer Electric Company