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AGUSTIN de GOYTISOLO
SENIOR COUNSEL

May 15, 1999

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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****127.50 ****127.50

Re: **RICHARD ELECTRIC SUPPLY COMPANY, INC.**
Articles of Amendment and Restatement
Document No. 249171
Our File 5591.01

Dear Sir/Madam:

For filing amongst your records, enclosed are two original counterparts of the Articles of Amendment and Restatement of subject Florida corporation for profit, appreciating that you return to us a filed copy to our office. s.

Also enclosed is a check in the amount of \$127.50 covering the following fees and expenses:

Amendment fee	\$35.00
Restatement fee	35.00
Certified copy	<u>52.50</u>
Total fees and costs	<u>\$127.50</u>

Do not hesitate to contact me, should you have any questions.

Sincerely yours,


Agustin de Goytisolo
Senior Counsel

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

249171
9 amendments
Cert Copy
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6-6-99



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 15, 1998

MESA RODRIGUEZ & MACHADO, P.A.
% AGUSTIN DE GOYTISOLO
1000 BRICKELL AVE., SUITE 660
MIAMI, FL 33131-3014

SUBJECT: RICHARD ELECTRIC SUPPLY COMPANY, INC.
Ref. Number: 249171

We have received your document for RICHARD ELECTRIC SUPPLY COMPANY, INC. and your check(s) totaling \$127.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 598A00033248



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 26, 1998

MESA RODRIGUEZ & MACHADO, P.A.
% AGUSTIN DE GOYTISOLO
1000 BRICKELL AVE., SUITE 660
MIAMI, FL 33131-3014

SUBJECT: RICHARD ELECTRIC SUPPLY COMPANY, INC.
Ref. Number: 249171

We have received your document for RICHARD ELECTRIC SUPPLY COMPANY, INC. and your check(s) totaling \$127.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 498A00035170



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

MESA RODRIGUEZ & MACHADO, P.A.
% AGUSTIN DE GOYTISOLO
1000 BRICKELL AVE., SUITE 660
MIAMI, FL 33131-3014

SUBJECT: RICHARD ELECTRIC SUPPLY COMPANY, INC.
Ref. Number: 249171

We have received your document for RICHARD ELECTRIC SUPPLY COMPANY, INC. and your check(s) totaling \$127.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please call in reference to this document.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 898A00054842

AGUSTIN DE GOYTISOLO, P.A.

ATTORNEYS AND COUNSELORS

SENIOR COUNSEL
RODRIGUEZ & MACHADO, P.A.

1000 BRICKELL AVENUE, SUITE 660
MIAMI, FLORIDA 33131.3014

TELEPHONE 305.377.1000
TELEFAX
305.377.1055 / 507.1097

March 22, 1999

Certified Mail/Return Receipt Requested

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee FL 32399
Attention: Ms. Carol Mustain

Re: Richard Electric Supply Company, Inc.
Your reference No. 249171
Letter No. 498A00035170

Sir/Madam:

Enclosed are two (2) executed counterparts of the Articles of Amendment and Restatement of the Articles of Incorporation of subject Florida corporation, which have been corrected to include the designation of the appropriate registered agent and his acceptance of such post and its related duties. In due course, we sent you our check covering the applicable fees for the recording of such document, appreciating that you returned one counterpart thereof duly certified following its recordation.

Do not hesitate to call me, if in doubt.

Sincerely yours,



Agustín de Goytisoló, P.A.
Senior Counsel

Enc (2)

cc. Mr. José Paz, RESCO's comptroller

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**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
AND THE
RESTATEMENT OF ARTICLES OF INCORPORATION OF
RICHARD ELECTRIC SUPPLY COMPANY, INC..**

1. The undersigned, JULIAN FERNANDEZ, JR., and GLADYS ESPALLARGAS, respectively the president and the secretary of RICHARD ELECTRIC SUPPLY COMPANY, INC., a Florida corporation (the "Corporation"), which articles of incorporation were filed with the Florida Department of State (the "Department") on July 10, 1961, as amended on April 14, 1967 and later as of July 15, 1992, as duly recorded on April 8, 1994 identified as document No. 249171 and lately by shareholders and directors' written action adopted as of March 31, 1998 increasing the authorized capital to ten million shares of one cent of dollar (\$0.01) each and authorizing the restatement of the articles of incorporation of this Corporation following such amendment, hereby execute, acknowledge and file with the Department the following Articles of Amendment and Restatement of its Articles of Incorporation (the "Articles"), for the purpose of continuing to operate this Florida corporation under the Florida Business Corporation Act (the "Act"), to wit:

ARTICLE I - Name

The name of the Corporation is RICHARD ELECTRIC SUPPLY COMPANY, INC..

ARTICLE II - Principal Office

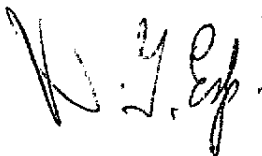
The initial principal place of business or mailing address of the Corporation shall continue to be located at 7281 N.W. 8th Street, Miami, Florida 33126.

ARTICLE III - Term of Existence

The Corporation commenced its corporate existence upon the filing of a Certificate of Incorporation with the Florida Department of State on July 10, 1961, has had, and shall continue to have, perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - Authorized Shares

The Corporation is authorized to issue ten million (10,000,000)



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TALLAHASSEE, FLORIDA 32304

shares of common stock, each having a par value of one cent of United States of American dollar (\$0.01), entitled to one (1) vote per share.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors.

The Corporation shall have three (3) directors provided, however, that the number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The current directors are the persons indicated below, who shall hold office until their successors have been elected and qualified, to wit:

Name of Directors:

Their Address:

Julian Fernández, Jr.
Gladys Espallargas

6950 Prado Boulevard, Coral Gables FL 33146
3120 SW 78th Court, Miami FL 33155,

and

Justina Lage

5746 SW 4th Street, Miami FL 33144

ARTICLE VI - Indemnification

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, the directors, officers or other persons (the "persons") exercising their powers and duties on behalf of the Corporation, including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal administrative, or investigative, in State, Federal or other courts, or

administrative dependencies, of any governmental body of the United States or other countries, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders; but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - Incorporator

The subscribers to the original Articles of Incorporation of this Corporation were Richard B. Breslow, Carl A. Spaate and Barbara Lash, who are no longer associated in any form to, or manner with, the Corporation. These Amended and Restated Articles of Incorporation are to be acknowledged, executed and filed by Messrs. Julián Fernández, Jr. and Gladys Espallargas, respectively the current president and the secretary of the Corporation.


ARTICLE IX - Registered Office and Agent

The street address of the current registered office of the Corporation is 7281 NW 8th Street, Miami, Florida 33126 and Mr. José Paz, the registered agent of the Corporation, shall continue to serve as such.

2. The foregoing amendment and restatement of the Articles, and all other facts or statements herein, are in full force and effect, and have not been modified, restricted or amended.


IN WITNESS WHEREOF, the undersigned has caused these presents to be acknowledged, signed and sealed in the County of Miami Dade, Florida, as of June 15, 1998.


GLADYS ESPALLARGAS
Secretary

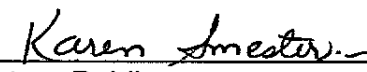

JULIAN FERNANDEZ, JR.
President

The undersigned, JOSE PAZ, the registered agent of the Corporation, by thes

presents ratifies that he is familiar and accepts the duties and responsibilities as registered agent thereof.


JOSE PAZ
Registered Agent

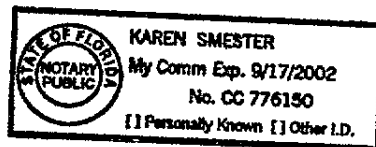
ACKNOWLEDGED, SIGNED AND SWORN before me, a Notary Public, by the person hereinabove expressed, who I know and have the capacities aforesaid, on the place and date mentioned above.


Notary Public

KAREN SMESTER
Printed name of notary

776150
Commission number

9/17/2002
Expiration of Notarial Commission



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