

323890
POOLE & CLEMENTS, P.A.
Attorneys at Law

FILED
96 DEC 26 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WILLIAM (FRED) POOLE, IV
CORPORATE AND BUSINESS LAW

ROBERT G. CLEMENTS

644 West Colonial Drive
Orlando, Florida 32804
Telephone (407) 422-6662
Facsimile (407) 422-4128

December 24, 1996

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines St.
Tallahassee, Florida 32399

600002038766--2
-12/27/96--01017--019
*****70.00 *****70.00

RE: SOUTHEASTERN ELECTRICAL SALES CO., INC.
Our file # 96-003

Dear Sir or Madam:

Enclosed please find two copies of Articles of Amendment for the above-referenced corporation.

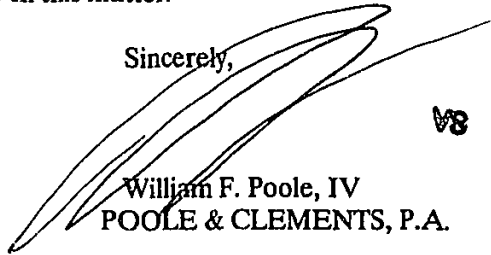
Also enclosed please find our check in the amount of \$70.00. This check includes payment for the following:

Filing Fee	\$35.00
Certified Copy of Articles of Amendment	<u>35.00</u>
TOTAL	\$70.00

Please send the certified copy of Articles of Amendment back to the undersigned.

Thank you for your assistance in this matter.

Sincerely,


William F. Poole, IV
POOLE & CLEMENTS, P.A.

V8 JAN - 9 1997

WFP,IV/me
Enc.

Amend

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF**

SOUTHEASTERN ELECTRICAL SALES CO., INC.

FILED
96 DEC 26 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The following provisions of the Articles of Incorporation of **SOUTHEASTERN ELECTRICAL SALES CO., INC.**, a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 4th day of December, 1967, be and they are hereby amended in the following particulars:

ARTICLE III is hereby amended to read as follows:

**III.
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is ONE HUNDRED FIFTY THOUSAND (150,000) shares of \$.10 par value. Said stock may be issued by the corporation either for cash, wholly or in part, for labor, services, contracts, mortgages, choses in action or property of any kind, nature or description whatsoever, at a valuation to be fixed by the Board of Directors, which valuation, in their judgment, shall be deemed adequate and fair consideration, and a vote of consent of the Shareholders shall not be necessary for such issue. When the consideration is fixed by the Board of Directors on said stock and has been fully paid and delivered, any and all shares so issued therefor, shall be fully paid stock and not subject to any further call or assessment thereon.

ARTICLE XII is hereby ADDED to the Articles of Incorporation to read as follows:

**XII.
RESTRICTION ON TRANSFERABILITY OF CAPITAL STOCK**

The capital stock issued by **SOUTHEASTERN ELECTRIC SALES CO., INC.** shall not be sold, or otherwise disposed of or encumbered except without the express written consent of the holders of a majority of the issued and outstanding shares of the Corporation. **PROVIDED HOWEVER**, the owners of a majority of the shares of capital stock of the Corporation may enter into a Shareholder Agreement which modifies, broadens or restricts this restriction for the selling, disposal of or encumbrance of the Corporation shares. The provisions of the Shareholder's Agreement shall be binding on all Shareholders joining in the execution thereof or who acquire shares subject to the restrictions in the Shareholder Agreement with constructive or actual knowledge of the Shareholder's Agreement terms. If the Corporation enters into an ESOP Plan with its Shareholders/Employees, the terms, conditions and restrictions of the ESOP Plan shall control the transferability of the shares and nothing herein contained shall restrict the Corporation or the Employee from transferring shares of the Corporation pursuant to the Plan as amended.

ARTICLE XIII is hereby ADDED to the Articles of Incorporation to read as follows:

XIII
CALL PROVISIONS

All shares issued and outstanding held by a Shareholder holding less than 1% of the issued and outstanding shares of the Corporation shall be subject to the "call" by the Corporation at a price determined to be the fair market value of the shares of the Corporation as determined by the Board of Directors. If the Corporation elects to "call" and redeem the shares of stock held by a Shareholder holding less than 1% of the shares of the Corporation, the Shareholder shall "put" the shares back to the Corporation and the Corporation shall redeem all of the shares held by the Shareholder for cash, payable 30 days after the exercise of the "call." These "put" and "call" rights may be enforced by specific performance in order to avoid irreparable injury to the Corporation and/or to the Shareholder. Tender of the redemption price shall immediately vest the right in the Corporation to cancel the shares of the Shareholder notwithstanding the Shareholder's failure to deliver the shares to the Corporation. Tender of the "call" price shall be made by the Corporation by sending notice to the Shareholder at the last known address as reflected on the books of the Corporation. If the Shareholder does not take delivery of the tendered price within one year of the date of tender, the Corporation shall deem the funds to be abandoned and shall dispose of them as provided for by law.

2. The foregoing amendments were approved and adopted by a majority of the shareholders on the 13 day of December, 1996, which is sufficient for approval of said amendments in accordance with the Articles of Incorporation and By-Laws of the Corporation.

IN WITNESS WHEREOF, MARSHALL GRAHAM, President of the Corporation, has executed these Articles of Amendment this 13th day of December, 1996.

SOUTHEASTERN ELECTRICAL
SALES CO. INC.


MARSHALL GRAHAM, President