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DIVISION OF CORPORATIONS

BASIC AMENDMENT

LUZER ELECTRIC, INC.

Certificate of Status	0
Certified Copy	1
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**AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
LUZER ELECTRIC, INC.**

This Restated Certificate of Incorporation (this "Certificate") of Luzer Electric, Inc. (the "Corporation") amends and restates the provisions of the Certificate of Incorporation of this Corporation as heretofore amended or supplemented, and was duly adopted in accordance with the provisions of § 607.0704 and § 607.0821 of the Florida Business Corporation Act. The undersigned President and Secretary of the Corporation hereby certify that they are the duly elected and acting President and Secretary, respectively of the Corporation.

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FIRST: The name of the Corporation is LUZER ELECTRIC, INC.

SECOND: The Certificate of Incorporation was filed with the Florida Department of State on July 30, 1973, and has been amended from time to time.

THIRD: That the Certificate of Incorporation is hereby amended or changed to effect one or more of the amendments or changes authorized by the Florida Business Corporation Act as follows:

- A. To change the number of authorized shares of Common Stock from 7,000 shares, \$.01 par value, to 30,000 shares, \$.01 par value per share.
- B. To change the number of authorized shares of Preferred Stock from 3,000 shares \$.01 par value, to 70,000 shares, \$.01 par value per share.
- C. To set forth the respective dividend rights and voting rights of each class of capital stock of the Corporation.
- D. To add a provision relating to the Corporation's reservation of the right to amend, alter, change or repeal any provisions of the Certificate.
- E. To add a provision to indemnify directors to the fullest extent permitted by the Florida Business Corporation Act.

FOURTH: The restatement of the Certificate of Incorporation of the Corporation herein provided for was duly authorized and approved by the Board of Directors of the Corporation by written consent in lieu of a special meeting in accordance with Section 607.0821 of the Florida Business Corporation Act and was duly authorized and approved by the written consent of the holders of all of the outstanding shares of capital stock of the Corporation entitled to vote on the said restatement of the Certificate of Incorporation, which has been given in accordance with Section 607.0704 of the Florida Business Corporation Act. Except as hereby amended, the Certificate of Incorporation shall remain the same.

FIFTH: The text of the Certificate of Incorporation is hereby restated as further amended or changed herein to read as follows:

ARTICLE IV - CAPITAL STOCK

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1. Total Authorized Capital Stock. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be 100,000, consisting of 30,000 shares of Common Stock, per value \$.01 per share (the "Common Stock"), and 70,000 shares of Preferred Stock, per value \$.01 per share (the "Preferred Stock"). Authorized capital stock may be paid for in cash, services, or property to be fixed by the Board of Directors of the Corporation at any regular or special meeting.
2. Common Stock. The Common Stock shall rank, with respect to voting rights, equal to Preferred Stock. Subject to the provisions of law and the rights of the Preferred Stock of the Corporation, dividends may be paid on Common Stock at such times and in such amounts as the Board of Directors shall determine. Each share of Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings and cast one vote per share on each matter with respect to which shareholders have the right to vote.
3. Preferred Stock.
 - a. Voting Rights. Each holder of record of Preferred Stock shall be entitled to fully participate in all shareholder meetings and cast one vote per share on each matter with respect to which shareholders have the right to vote. Except as required by law, the holders of Preferred Stock shall vote together with the holders of the Common Stock as a single class on all matters submitted to the holders of Common Stock for a vote (including any action by written consent).
 - b. Dividends. The holders of the Preferred Stock shall be entitled to receive a cash dividend, as and when declared by the Board of Directors, out of funds which are legally available for the payment of such dividends, in an amount per share determined by the Board of Directors, which is exclusive to the Preferred Stock and to which the holders of the Common Stock are not entitled. The record date for the payment of dividends on the Preferred Stock shall in no event be more than thirty (30) nor less than ten (10) days prior to the date on which such dividends are payable. Any dividend payment falling due on a date which is not a business day shall be paid on the business day immediately following such date.

SIXTH: The Corporation reserves the right to amend, alter, change or repeal any provision in this Certificate in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

SEVENTH: No director of the Corporation shall have personal liability to the Corporation or its shareholders for damages for any breach of duty in such capacity, provided that the foregoing shall not eliminate or limit the liability of any director if a judgment or final adjudication adverse to him establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of the law or that he personally gained in fact a financial profit or other advantage to which he was not

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legally entitled. No amendment to or repeal of this article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is amended to expand or limit the liability of a director, then the liability of a director of the Corporation shall be expanded to the extent required or limited to the extent permitted by the Florida Business Corporation Act, as so amended. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor Corporation.

IN WITNESS WHEREOF, the undersigned have made and signed this Certificate this 18th day of March, 2005 and affirm that the statements contained herein are true under penalties of perjury.


Wayne N. Hinzinger, President


Francis L. Hinzinger, Secretary

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