



F00000006828

ACCOUNT NO. : 072100000032

REFERENCE : 897516 7187011

AUTHORIZATION : *Patricia Pysant*

COST LIMIT : \$ 70.00

FILED
00 NOV 15 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 13, 2000

ORDER TIME : 11:26 AM

ORDER NO. : 897516-005

CUSTOMER NO: 7187011

CUSTOMER: Ms. Anna Garcia
Encompass Services Corporation
3 Greenway Plaza
Suite 2000
Houston, TX 77046

400003464554--5

FOREIGN FILINGS

NAME: WILSON ELECTRIC COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
00 NOV 15 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: TAMARA ODOM -- EXT# 1104

EXAMINER: _____

APK 11/15



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 15, 2000

TAMARA ODOM
CSC
TALLAHASSEE, FL

SUBJECT: WILSON ELECTRIC COMPANY, INC.
Ref. Number: W00000027210

RESUBMIT

Please give original
submission date as file date

11/15/00

FILED
NOV 15 AM 9 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WILSON ELECTRIC COMPANY, INC. the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

In addition to the application, you must submit a CERTIFICATE OF EXISTENCE from the Arizona government corporation's office.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 500A00058838

RECEIVED
DEC - 8 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


WILSON ELECTRIC COMPANY, INC.

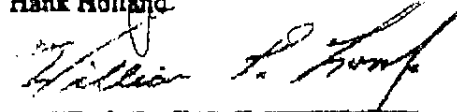
Unanimous Written Consent of Directors

Pursuant to the provisions of Section 10-821 of the Arizona Revised Statutes, the undersigned being all of the directors of Wilson Electric Company, Inc., an Arizona company (the "Company"), hereby consent to the adoption and do hereby adopt the following resolutions with the same force and effect as if such resolutions were duly adopted by a unanimous vote of the Board of Directors of the Company at a formal meeting thereof duly called for the purpose of acting upon proposals to adopt such resolutions:

BE IT RESOLVED, that the Company, which is organized and existing in the state of Arizona, hereby adopts the name Encompass Electrical Technologies Inc. for use in Florida.

IN WITNESS WHEREOF, the undersigned has executed this consent effective as of the 5th day of December 2000.


Hank Holland


William P. Love, Jr.

FILED
NOV 15 AM 9:46
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WILSON ELECTRIC COMPANY, INC.
(Name of corporation - must include suffix)

FILED
NOV 15 AM 9:15
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ANNA GARCIA
(Name of Person)

ENCOMPASS SERVICES CORPORATION
(Firm/Company)

3 GREENWAY PLAZA, SUITE 2000
(Address)

HOUSTON, TX 77046
(City/State and Zip code)

For further information concerning this matter, please call:

ANNA GARCIA at (713) 860-0122
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. WILSON ELECTRIC COMPANY, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)

2. ARIZONA

(State or country under the law of which it is incorporated)

3. 86-0905188

(FEI number, if applicable)

4. FEBRUARY 12, 1998

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 15475 GREENWAY-HAYDEN LOOP B3; SCOTTSDALE, AZ 85260

(Principal office address)

3 GREENWAY PLAZA, SUITE 2000; HOUSTON, TX 77046

(Current mailing address)

ELECTRICAL SERVICE

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
NOV 15 AM 9:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
NOV 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Perki*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Tony L. Visage, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ATACHMENT TO
 APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
 TO TRANSACT BUSINESS IN FLORIDA

WILSON ELECTRIC COMPANY, INC.

FILED
 NOV 15 AM 9:48
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Title/Name	Address
Henry P. Holland, Director	3 Greenway Plaza, Suite 2000; Houston, TX 77046
William P. Love, Jr., Director	9401 Indian Creek Parkway; Overland Park, KS 66021
Wes McClure, President	15475 Greenway-Hayden Loop B3; Scottsdale, AZ 85260
Cliff Chester, Vice President	15475 Greenway-Hayden Loop B3; Scottsdale, AZ 85260
Mike Cain, Vice President	15475 Greenway-Hayden Loop B3; Scottsdale, AZ 85260
George Lind, Vice President	15475 Greenway-Hayden Loop B3; Scottsdale, AZ 85260
Randy Groen, Vice President	15475 Greenway-Hayden Loop B3; Scottsdale, AZ 85260
Rick McKay, Vice President	15475 Greenway-Hayden Loop B3; Scottsdale, AZ 85260
Gray H. Muzzy, VP and Secretary	3 Greenway Plaza, Suite 2000; Houston, TX 77046
Daniel W. Kipp, VP and Treasurer	3 Greenway Plaza, Suite 2000; Houston, TX 77046
Darren B. Miller, Vice President	3 Greenway Plaza, Suite 2000; Houston, TX 77046
Richard L. Parker, Vice President	3 Greenway Plaza, Suite 2000; Houston, TX 77046
Robert Arnold, Assistant Treasurer	3 Greenway Plaza, Suite 2000; Houston, TX 77046
Layne J. Albert, Assistant Secretary	3 Greenway Plaza, Suite 2000; Houston, TX 77046
John A. Hale, Jr., Assistant Secretary	3 Greenway Plaza, Suite 2000; Houston, TX 77046
Tony L. Visage, Assistant Secretary	3 Greenway Plaza, Suite 2000; Houston, TX 77046

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

FILED
00 NOV 15 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****WILSON ELECTRIC COMPANY, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on February 12, 1998.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 14th day of November, 2000, A. D.



Executive Secretary

BY: *[Signature]*