

# ULTRAWATT ENERGY SYSTEMS, INC.



Subsidiaries: *ULTRAWATT.COM CORPORATION* B2B Systems & Services Co.  
*ULTRAWATT SERVICES, INC.*

**F99000005004**

June 19, 2001

600004437946--3  
-06/22/01--01095--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Subject: ULTRAWATT.COM CORPORATION  
REF. NUMBER F99000005004

Ladies and Gentlemen:

Attached is the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida; the Certificate of Name Change certified by the State of Delaware; and the filing fee of \$35.00.

Sincerely,

Kathleen Jarema  
General Counsel

KJ/ds

JAP/ds

Enclosures

**FILED**  
01 JUN 22 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

" Never Worry About Your Lighting Again "  
Corporate Office  
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Toll Free (800) 584-5515

ac 6/28  
n/c

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. ULTRAWATT.COM CORPORATION  
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. September 18, 2000  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 8, 2001
5. ULTRAWATT ENERGY SYSTEMS, INC.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
New Jurisdiction

  
Signature

Judith A. Parris  
Typed or printed name

6-19-01  
Date

Executive Vice President  
Title

01 JUN 22 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ULTRAWATT.COM CORPORATION", CHANGING ITS NAME FROM "ULTRAWATT.COM CORPORATION" TO "ULTRAWATT ENERGY SYSTEMS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M. = = =



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3004444 8100

AUTHENTICATION: 1168825

010256406

DATE: 06-04-01

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

ULTRAWATT.com Corporation

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

**DOES HEREBY CERTIFY:**

**FIRST:** That at a meeting of the Board of Directors of ULTRAWATT.com Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

ULTRAWATT ENERGY SYSTEMS, INC.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the Provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF**, said Board of Directors has caused this certificate to be signed by

Judith A. Parris, an Authorized Officer,  
this 3<sup>rd</sup> day of MAY, 2001.

By: Judith A. Parris

Authorized Officer

Name: Judith A. Parris  
Print or Type

Title: Executive Vice President