

H31762

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PLEASE REPLY TO:

JACKSONVILLE OFFICE

September 14, 2001

JOHN S. BALL\*  
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JULIE EXUM BREUER  
ROBERT A. DAWKINS\*\*  
MICHAEL W. FISHER\*\*  
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\* FLORIDA BAR BOARD CERTIFIED TAX LAW  
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TRUSTS & ESTATES LAW

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
ATTN: Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32399

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-09/17/01--01102--012  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**RE: Duval Electrical Supply, Inc., Document #H31762**

Dear Sir or Madam:

Please find enclosed Amended and Restated Articles of Incorporation for the above-referenced corporation, along with this firm's check in the amount of \$43.75, representing the filing fee and certified copy thereof. Please return the certified copy to me at the above Jacksonville address.

Thank you for your assistance in this matter. If there are any questions, or if any further is needed, please give me a call.

Sincerely,

Angelia F. Larson,  
Paralegal

Enclosures  
/177015

FILED  
01 SEP 17 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN SEP 24 2001

*Amended & Restated*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DUVAL ELECTRICAL SUPPLY, INC.**

FILED  
01 SEP 17 PM 3: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, President of Duval Electrical Supply, Inc., a corporation under Chapter 607, Florida Statutes, hereby certifies that all Shareholders and Directors of the corporation, did on the 12 day of Sept, 2001 unanimously adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation is **DUVAL ELECTRICAL SUPPLY, INC.**

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation, and its mailing address is 9595 Sunbeam Center Drive, Jacksonville, Florida 32257

**ARTICLE III: CAPITAL STOCK**

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 100,000 having a par value of \$0.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

**ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 9595 Sunbeam Center Drive, Jacksonville, Florida 32257, and the name of the registered agent of this Corporation at that address is Thomas H. Caswell.

**ARTICLE V: DIRECTORS**

(a) Number. The Corporation shall have two directors. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the directors until the next annual meeting of the shareholders, are as follows:

Thomas H. Caswell

15648 Shark Road West  
Jacksonville, Florida 32226

Janice H. Caswell

1551 South 1<sup>st</sup> Street, #401  
Jacksonville Beach, Florida 32250

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE VI: BYLAWS**

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VII: DURATION**

This Corporation shall exist perpetually.

**IN WITNESS WHEREOF**, I have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 12 day of Sept, 2001.

  
\_\_\_\_\_  
Thomas H. Caswell, President