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INCLUDING BY MERGER  
BLAIR CONAWAY BOGRAD & MARTIN, P.A.

COLUMBUS  
TAMPA  
TOLEDO

March 31, 2000

VIA FEDERAL EXPRESS

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

400003193454-6  
-04/03/00-01109-001  
\*\*\*\*180.00 \*\*\*\*180.00

RE: Miami Generator, LLC

Dear Sir or Madame:

Enclosed please find one original and one copy of executed Articles of Organization of Miami Generator, LLC for filing. Please note that this name was cleared for availability by your customer service department this morning. Also enclosed is a check in the amount of \$160.00 in payment of your filing fee, designation of registered agent fee and your certified copy and certificate of status fees.

Upon filing, please return the Articles of Organization to the undersigned in the pre-addressed Federal Express envelope provided.

If you have any questions concerning the enclosed document, please contact the undersigned directly. Thank you for your attention to this matter.

Sincerely yours,

SHUMAKER, LOOP & KENDRICK, LLP  
*Rebecca Losee Petitgout*  
Rebecca Losee Petitgout,  
Corporate Paralegal

FILED  
90 APR 3 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtm  
4/7

Enclosures

cc: Philip S. Chubb, Esq.

**ARTICLES OF ORGANIZATION  
MIAMI GENERATOR, LLC**

**ARTICLE I – Name:**

The name of the Limited Liability Company is Miami Generator, LLC.

**ARTICLE II – Address:**

The street and mailing address of the principal office of the Limited Liability Company is:

1711 West 38<sup>th</sup> Place, Bay 1103  
Hialeah, Florida 33012

**ARTICLE III – Management:**

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of the initial managers who are to serve as managers are:

Donald Chambers  
1711 West 38<sup>th</sup> Place, Bay 1103  
Hialeah, Florida 33012

Eric Gozur  
1711 West 38<sup>th</sup> Place, Bay 1103  
Hialeah, Florida 33012

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TALLAHASSEE, FLORIDA

**ARTICLE IV – Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Donald Chambers  
1711 West 38<sup>th</sup> Place, Bay 1103  
Hialeah, Florida 33012

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

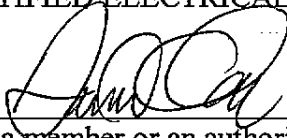


Registered Agent's Signature

**ARTICLE V – Indemnification:**

The Limited Liability Company shall, to the full extent permitted by Section 608.4363 of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article V shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the regulations of the Limited Liability Company, by agreement or otherwise.

CERTIFIED ELECTRICAL DISTRIBUTORS, INC.

By:  \_\_\_\_\_, Chief Operating Officer  
Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3). Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DONALD CHAMBERS, Chief Operating Officer

Typed or printed name of signee

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