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STARK & KNOLL

A LEGAL PROFESSIONAL ASSOCIATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 22 AM 9:39

RICHARD W. BURKE
NANA MANNEH CALLOW
BENJAMIN B. de FOREST
CATHERINE KEMP ERSEY

JACQUELINE S. GRADISAR
JEFFREY T. KNOLL
THOMAS G. KNOLL
JOHN K. KRAJEWSKI

AARON G. LEPP
JAMES L. RENCH
MICHAEL L. STARK
JOHN P. SUSANY

July 28, 1997

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

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-07/31/97--01022--001

****285.00 ****285.00

RE: PUBLIC UTILITY CONSULTANTS OF AMERICA, LTD., L.L.C.

Gentlemen:

Enclosed please find the following for the referenced Ohio limited liability company seeking registration in the State of Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. Check for \$285.00 to the Florida Dept. of State.

Please return a time-stamped copy of each of the enclosed documents (additional copy enclosed) to the undersigned in the enclosed self-addressed stamped envelope and upon registration, please forward all documentation to the undersigned.

Name Availability	Please call <i>KWM</i>
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgment	KWM
Enclosures	
W. P. Verifier	KWM

the undersigned, collect, if necessary, with any questions.

Very truly yours,

STARK & KNOLL CO., L.P.A.

Jeffrey T. Knoll
Jeffrey T. Knoll

7-27
8-27

STARK & KNOLL
A LEGAL PROFESSIONAL ASSOCIATION

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DIVISION OF CORPORATIONS

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AARON G. LEPP
JAMES L. RENCH
MICHAEL L. STARK
JOHN P. SUSANY

August 18, 1997

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

RE: PROFESSIONAL UTILITY CONSULTANTS OF AMERICA, LTD.

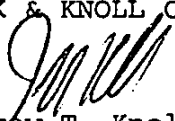
Dear Sir or Madam:

Pursuant to your request, enclosed is the Certificate of Good Standing for the referenced limited liability company.

Please do not hesitate to call with any questions.

Very truly yours,

STARK & KNOLL CO., L.P.A.


Jeffrey T. Knoll

JTK:clb
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS

97 AUG 22 AM 9:39

August 6, 1997

STARK & KNOLL CO., L.P.A./ATTN: JEFFREY T. KNOLL
OHIO EDISON BUILDING
76 SOUTH MAIN STREET, STE. 1512
AKRON, OH 44308-1824

SUBJECT: PROFESSIONAL UTILITY CONSULTANTS OF AMERICA, LTD.,
L.L.C.
Ref. Number: W97000018103

We have received your document for PROFESSIONAL UTILITY CONSULTANTS OF AMERICA, LTD., L.L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 497A00039928

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:**

1. Professional Utility Consultants of America, Ltd., L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. Ohio
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 31-1538356
(FEI number, if applicable)
4. June 3, 1997
(Date of Organization)
5. 2027
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 15, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 1620 S. Federal Highway, Suite 941
Pompano Beach, FL 33062
(Street address of principal office)

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DIVISION OF CORPORATIONS
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**8. List and indicate in title space provided the name, title, and business address of each managing member(MGRM) or manager(MGR). It is not necessary to list members.
(attach additional page if necessary)**

TITLE:

TITLE:

MGRM

MGRM

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

Professional Utility Consultants of America, Ltd., L.L.C.

2. The name and address of the registered agent and office is:

John E. Lydle

(Name)

1620 S. Federal Highway, Suite 941

(P.O. Box not acceptable)

Pompano Beach, FL 33062

(City/State/Zip)

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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.

John E. Lydle
(Signature) John E. Lydle
Member
(Title)

July 21, 1997
(Date)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Professional Utility
Consultants of America, Ltd., L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 3) If any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00 . This total includes amounts from 2 and 3 above.



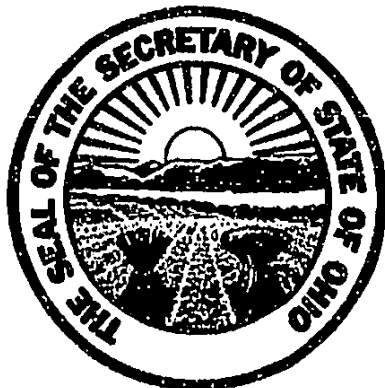
Signature of a member or authorized representative of a member.
(In accordance with section 600.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Richard C. Lydle, Member

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 AUG 22 AM 9:39

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show PROFESSIONAL UTILITY CONSULTANTS OF AMERICA, LTD., an Ohio Limited Liability Company, Registration No. 980560, was organized within the State of Ohio on June 3, 1997 and is currently in FULL FORCE AND EFFECT upon the records of this office.



*WITNESS my hand and official
seal at Columbus, Ohio this
13th day of August, A.D. 1997*

Bob Taft

Bob Taft
Secretary of State