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file as of March 2, 2000

**FLORIDA PROFIT CORPORATION OR P.A.**

**OES Holdings, Inc.**

Certificate of Status	1
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B. McKnight MAR 03 2000

**Articles of Incorporation**  
**of**  
**OES Holdings, Inc.**

**THE UNDERSIGNED**, acting as the sole Incorporator of OES Holdings, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I**  
**Name**

The name of the Corporation is: OES Holdings, Inc.

**ARTICLE II**  
**Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**Shares**

Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 50,000,000 shares, of which 40,000,000 shares shall be common stock, having a par value of \$.10 per share (referred to in these Articles of Incorporation as "Common Stock") and 10,000,000 shares shall be preferred stock, having a par value of \$.10 per share (referred to in these Articles of Incorporation as "Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval or the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

**ARTICLE IV**  
**Principal Office**

The address of the principal office of the Corporation is 20 Lake Wire Drive, Suite 200, Lakeland, Florida 33815.

Bruce M. Rodgers, Esquire  
Florida Bar # 0908215  
Foley & Lardner  
100 N. Tampa Street, Suite 2700  
Tampa, Florida 33602  
Phone 813-229-2300

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**ARTICLE V**  
**Initial Registered Office and Agent**

The address of the initial registered office of the Corporation is, 100 N. Tampa Street, Suite 2700, Tampa, FL 33602 and the initial registered agent at such address is Bruce M. Rodgers, Esq.

**ARTICLE VI**  
**Incorporator**

The name and address of the sole Incorporator of the Corporation is as follows: Bruce M. Rodgers, Esquire, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

**IN WITNESS WHEREOF**, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 2nd day of March, 2000, and shall have an effective date of March 2, 2000.

  
\_\_\_\_\_  
Bruce M. Rodgers, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of OES Holdings, Inc.

**DATED:** Effective March 2, 2000.

  
\_\_\_\_\_  
Bruce M. Rodgers, Esquire

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