PROFESSIONAL ASSOCIATION

121 WEST FORSYTH STREET, SUITE 600 FILED JACKSONVILLE, FLORIDA 32202

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TELEPHONE

SECRETARY OF STATE 904-358-4000 TALLAHASSEE, FLORIDA 904-358-4001

March 9, 2000

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re:

BRUCE E. STUTSMAN RICHARD R. THAMES NINA M. LAFLEUR MARGARET M. SIDMAN

Incorporation of Power Line Acquisition Company;

Our File No.: 798.1661

Ladies and Gentlemen:

Enclosed for filing are the original and one copy of Articles of Incorporation of Power Line Acquisition Company, including the Certificate Designating Registered Agent and Registered Office attached thereto. Also enclosed is this firm's check in the amount of \$78.75 made payable to "Secretary of State," representing:

| Filing Fee                 | \$ 35.00 |
|----------------------------|----------|
| Registered Agent Fee       | 35.00    |
| Fee for one certified copy | _8.75    |

TOTAL:

<u>\$78.75</u>

We would appreciate your filing the original of the Articles of Incorporation in accordance with the usual procedure, and your returning to this office a certified copy of the Articles of Incorporation.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Bruce E. Stutsman

truly yours

Enclosures

c:

Russell E. Tanner (w/ enclosures)

# ARTICLES OF INCORPORATION OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#### POWER LINE ACQUISITION COMPANY

#### ARTICLE I-NAME

The name of this Corporation is Power Line Acquisition Company

#### ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 245 North Lane Avenue, Jacksonville, Florida 32254.

#### **ARTICLE III-SHARES**

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, all of which shall be of the par value of One Cent (\$.01) per share.

#### ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this Corporation is 245 North Lane Avenue, Jacksonville, Florida 32254, and the name of its initial registered agent at such address is Russell E. Tanner

#### ARTICLE V-INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Russell E. Tanner, 245 North Lane Avenue, Jacksonville, Florida 32254.

### ARTICLE VI-INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of this Corporation's Board of Directors are as follows:

Russell E. Tanner 245 North Lane Avenue Jacksonville, Florida 32254

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of March, 2000.

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2 day of March 2000, by Russell E. Tanner, who is (check one) personally known to me or has produced (as identification) and did not take an oath.

Bruce E Stutsmen My Commission CC672328 Expires September 16, 2001 Print Name:

Notary Public

State and County aforementioned

My commission expires:

Commission No.

## CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Power Line Acquisition Company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, State of Florida, has named Russell E. Tanner, whose street address is 245 North Lane Avenue, Jacksonville, Florida 32254, as its agent to accept service of process within Florida.

Russell E. Tanner Incorporator

Date: Much 9 2000

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.

Russell E. Tanner

Date: Meenh 9, 2000

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SECRETARY OF STATE
AND ANASSEE, FLORIDA

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