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May 25, 2000

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

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05/30/00--01117--014  
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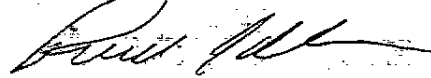
Re: Incorporation/Energy Wise, Inc.

Dear Sir:

Enclosed please find duplicated Articles of Incorporation for Energy Wise, Inc.  
Also enclosed is my check in the amount of \$70.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment  
to the undersigned.

Very truly yours,



Randall J. Marshall

RJM/sd  
enc.

FILED  
00 MAY 30 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CG  
6-8-00  
4

ARTICLES OF INCORPORATION  
OF  
ENERGY WISE, INC.

FILED  
00 MAY 30 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE:

The name of the Corporation is ENERGY WISE, INC.

ARTICLE TWO:

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

1. To engage in any or all of the aspects of low voltage energy management.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR:

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the

corporation is 1636 Sunset Ave., Orange City, FL 32763, and the name of its initial registered agent at such address is MICHAEL COLEMAN. This address is also the address of the principal office and mailing address for the corporation is P.O. Box 740298, Orange City, FL 32774-0298. MICHAEL COLEMAN, by executing these ARTICLES states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is four (4). The names and addresses of the persons who are to serve as members of the initial board are:


<u>NAME</u>	<u>ADDRESS</u>
Michael Simmons	850 W. New York Ave. Orange City, FL 32763
Linda Simmons	850 W. New York Ave. Orange City, FL 32763
Michael Coleman	1636 Sunset Ave. Orange City, FL 32763
Patricia Coleman	1636 Sunset Ave. Orange City, FL 32763


ARTICLE SEVEN:

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bobby L. Coleman	1626 Sunset Ave. Orange City, FL 32763

Executed by the undersigned at Orange City, Florida, on the 25<sup>th</sup> day of May, 2000.

  
BOBBY L. COLEMAN  
Incorporator

  
MICHAEL COLEMAN  
Registered Agent

FILED  
00 MAY 30 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 2000, by BOBBY L. COLEMAN and MICHAEL COLEMAN, ( ) who are personally known to me or (X) who have produced FL DL as identification.

Sandra L Davis  
Notary signature

Sandra L Davis  
Notary name printed

Commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_

