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# FOWLER WHITE

ATTORNEYS AT LAW  
ESTABLISHED 1943

August 29, 2000

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-08/31/00--01081--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: Equipment Efficiency Control, Inc.**

Gentlemen:

We are enclosing the original and one copy of the proposed Articles of Incorporation for the above-mentioned corporation. Please approve and file the original and certify the copy for us. Also enclosed is a Certificate designating the Resident Agent for the corporation.

We are enclosing our firm check made payable to Secretary of State for charges as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Filing Resident Agent Certificate	<u>35.00</u>
<b>Total</b>	<b>\$122.50</b>

Please advise if anything further is required.

Sincerely yours,

FOWLER, WHITE, GILLEN, BOGGS,  
VILLAREAL and BANKER, P.A.

*Carl Joseph Coleman*  
*signed in his absence to avoid delay in mailing*

CARL JOSEPH COLEMAN

CJC/lr

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
EQUIPMENT EFFICIENCY CONTROL, INC.

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida:

ARTICLE I  
Name

The name of this corporation shall be: EQUIPMENT EFFICIENCY CONTROL, INC.

The principal office and mailing address of this corporation shall be 12373 McGregor Woods Circle, Fort Myers, Florida 33908.

ARTICLE II  
Existence of Corporation

The corporation shall have perpetual existence.

ARTICLE III  
Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV  
General Powers

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.
- (f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property franchises, and income and make contracts of guaranty or suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.
- (h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- (i) To conduct its business, locate offices, and exercise the powers granted by law

within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend the money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or the charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

#### ARTICLE V **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be five hundred thousand (500,000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such share is ten cents

(\$0.10). Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE VI **Indemnification By Court Order**

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

#### ARTICLE VII **Affiliated Transactions**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

#### ARTICLE VIII **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 12373 McGregor Woods Circle, Fort Myers, Florida 33908 and the name of the corporation's initial registered agent at such address is Karlheinz Peters. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE IX  
**Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Karlheinz Peters	12373 McGregor Woods Circle Fort Myers, Florida 33908
Debra A. Jordan	12373 McGregor Woods Circle Fort Myers, Florida 33908
Ederhard Knapp	Sonnenweg 17 D-33014 Bad Dirburg, Germany

ARTICLE X  
**Incorporator**

The name and address of the incorporator of this corporation is as follows:

Karlheinz Peters  
12373 McGregor Woods Circle  
Fort Myers, Florida 33908

ARTICLE XI  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of August, 2000.


  
\_\_\_\_\_  
**KARLHEINZ PETERS,**  
**Incorporator**

STATE OF FLORIDA

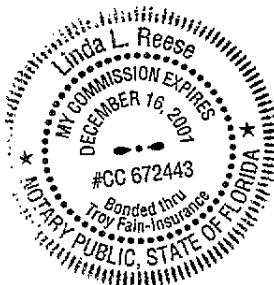
COUNTY OF LEE

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **KARLHEINZ PETERS** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large  
Printed Name: \_\_\_\_\_

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT EQUIPMENT EFFICIENCY CONTROL, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Myers, County of Lee, State of Florida, has named Karlheinz Peters, located at 12372 McGregor Woods Circle, Fort Myers, Florida 33908, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Karlheinz Peters

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA