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November 1, 2000

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

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ATTN: Roseann Vardanore

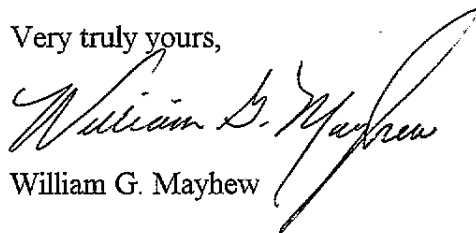
Re: JTN, Inc.

Dear Ms. Vardanore:

Enclosed are the Articles of Incorporation and Acceptance of Registered Agent for filing. You already have the check in the sum of \$70.00. This was originally submitted as WEC, Inc., but you that name was unavailable.

Thank you.

Very truly yours,


William G. Mayhew

WGM:mlm
Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ T. Burch NOV 6 2000

ARTICLES OF INCORPORATION

OF

JTN, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: CORPORATE NAME

The name of this Corporation is JTN, Inc.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing and approval of these Articles of Incorporation with and by the Secretary of State of the State of Florida.

ARTICLE III: CORPORATE PURPOSES AND POWERS

The purposes for which this Corporation is formed are:

(1) To carry on the business of a licensed electrical contractor in the State of Florida as defined in § 489.505 (12), Florida Statutes, and to engage in the electrical contracting business generally and in the manufacture and sale of electrical equipment and appliances as principal or agent or otherwise; to conduct that business and all of its branches and to do such things as are incidental, proper, and necessary in the operation of the business and in the carrying out of any or all of its purposes, to construct, erect, own, equip, maintain, operate, and use, and to contract with others to conduct and erect, and to lease to others to maintain, operate, and use electrical shops, storehouses, office buildings, and buildings of all kinds, and to pay for the construction, erection, or equipment of those buildings in cash, stock or bonds of the corporation.

(2) To manufacture, buy, sell, install, collect, and generally deal in and with electrical

equipment, including insulators, conductors, insulating material, brackets, wire, poles, conduits, cables, fixtures, chandeliers, light bulbs, motors, generators, dynamos, batteries, fuses, circuit breakers, switches, light equipment, and all other appliances, equipment, goods, and devices, capable of being employed in connection with the generation, accumulation, storage, distribution, transmission, and use of electricity; and

(3) To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida Corporation Laws or by any other laws, or by these Articles of Incorporation; and to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to include but no necessarily be limited to the following:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interests therein, wherever situated;

B. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes bonds, and other obligations, and secure any of its obligation by mortgage or pledge of all or any of its property, franchises, and income;

C. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

D. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

E. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other

enterprise;

F. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

G. To purchase, subscribe for, or otherwise acquire interests or shares in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals as well as any direct or indirect obligations of the United States or any other government or instrumentality thereof;

H. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees and for any or all of the Directors, Officers and employees of its subsidiaries;

I. To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy;

J. To make donations for the public welfare or for charitable, scientific or educational purposes;

K. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes;

L. To purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares;

M. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

N. To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

O. To have a corporate seal and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced; and

None of the objects, purposes and powers set forth above, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, purposes and powers set forth in this Article or any other Articles. The objects, purposes and powers specified in each of the clauses in the Articles shall be regarded as independent objects, purposes and powers.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of Five and 00/100 Dollars (\$5.00). The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

ARTICLE V: DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

ARTICLE VI: REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in Pinellas County, Florida is:

**Ralph L. Wagner
801 - 65th Street South
St. Petersburg, Florida 33707
INCORPORATOR/ REGISTERED AGENT**

The corporations principal address is the same.

Said Registered Agent, by virtue of this signature on the last page of these Articles of Incorporation acknowledges appointment as such Registered Agent and agrees to accept service of process for this Corporation.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII: MANAGEMENT

The business of this Corporation shall be managed by its Board of Directors and said Board of Directors shall have complete charge of the business of the Corporation. The Board of Directors shall elect the officers of the Corporation who shall consist of a President and Secretary and such other officers as the Board of Directors may deem advisable. The Board of Directors may determine the compensation of such officers.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of a minimum of two (2) and a maximum of five (5) members, who need not be residents of the State of Florida or Shareholders of the Corporation. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

The names and address of the initial Directors of this Corporation, who shall serve as Directors until the first annual meeting of Shareholders or until their successors shall have been elected and qualified, are as follows:

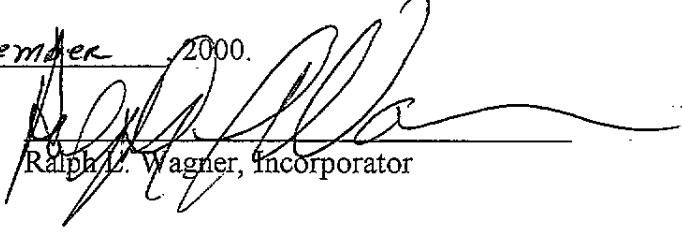
Ralph L. Wagner

John T. Nesselroad

ARTICLE IX: INCORPORATOR

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting by no less than a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation this 1st day of November 2000.


Ralph L. Wagner, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Ralph L. Wagner, Registered Agent