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Susann Malatino Price

429 Amethyst Way
Lake Mary, FL 32746
(407) 330-4799
Fax (407) 330-1948

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*****78.75 *****78.75

January 11, 2001

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

Re: Utility Siting Services, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of Utility Siting Services, Inc., for filing.

My check in the amount of \$78.75 is enclosed for the filing fee, registered agent designation, and certified copy of Articles of Incorporation.

Very truly yours,


Susann Malatino Price

FILED
01 JAN 19 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FL 09017

1-23-01
AC

**ARTICLES OF INCORPORATION
OF
UTILITY SITING SERVICES, INC.**

FILED
01 JAN 19 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is Utility Siting Services, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

This corporation is organized to deal in goods and services, to deal in real and personal property and for the purpose of transacting any or all lawful business as a corporation incorporated under Florida law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares, at a price at which it is offered to others.

ARTICLE VI – PRINCIPAL OFFICE.

INITIAL REGISTERED OFFICE AND AGENT

The principal office, mailing address, and the initial registered office of this corporation is: 429 Amethyst Way, Lake Mary, Florida 32746, and the name of the initial registered agent of this corporation at that address is: Susann Malatino Price

ARTICLE VII – INCORPORATOR

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

Susann Malatino Price – 429 Amethyst Way, Lake Mary, FL 32746

ARTICLE VIII – OFFICERS

The officers of the Corporation shall be:

President: Susann Malatino Price
Secretary: Susann Malatino Price
Treasurer: Susann Malatino Price

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE IX – INITIAL BOARD OF DIRECTOR(S)

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names of the initial director(s) of the corporation is as follows:

Susann Malatino Price

Whose address shall be the same as the principal office of the Corporation.

ARTICLE X – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

ARTICLE XI – MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate power shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XII – SHAREHOLDER QUORUM AND VOTING

Fifty-One (51%) percent of the shares entitle to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIII – AMENDMENT TO CHARTER

These Articles of Incorporation may be amended, altered, or changed by the shareholders only at a regular meeting or special meeting called for that purpose.

ARTICLE XIV – CONTRACTS

No contract or other transaction between the company and any other corporation, whether or not a majority of the capital stock of the same shall be owned by the company, shall be affected or invalidated by reason of the fact that any one or more of the stockholders of the company is or are interested in, or is a director or officer, or are directors or officers of such corporation, and any shareholder or shareholders, individually or jointly may be a party or parties to or may be interested in any contract or transaction of the company or in which the company is interested, and no contract, act or transaction of the company with any person or persons, firm or corporation shall be affected or invalidated by the fact that any shareholder or shareholders, officer or officers of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a shareholder of the company is hereby relieved from any liability that might exist otherwise from thus contracting with the company for the benefit of himself or any firm, association, or corporation in which he may in anywise be interested.

ARTICLE XV – INDEMNITY OF OFFICERS AND STOCKHOLDERS

This corporation shall indemnify and save harmless its officers and stockholders of and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which suit, action or judgment, any liability shall be alleged or imposed upon any of the corporation's officers or stockholders in behalf of the corporation, and the corporation shall further pay all costs, legal expenses, and any other charges, that said officer or stockholder may incur in the defense of any claim, suit, or action that may be instituted against the said officers or stockholders in their individual capacities, it being the purpose and intent that the corporation shall save its officers and stockholders harmless from any action taken by them in its behalf.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this ____ day of January, 2001.

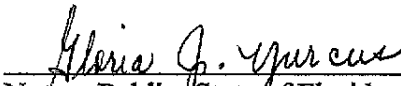

Susann Malatino Price

State of Florida)
)ss
County of HILLSBOROUGH)

Before me personally appeared Susann Malatino Price who is personally known to me or who produced _____ as identification and who took oath, and acknowledged to and before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

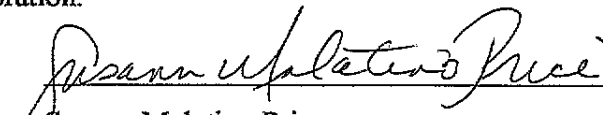
Witness my hand and official seal this 12th day of January, 2001.




Notary Public, State of Florida
My Commission Expires 6/17/01

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent for said corporation.


Susann Malatino Price