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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
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FAXED

FLORIDA PROFIT CORPORATION OR P.A.

CREATIVE LIGHTING CONCEPTS, INC.

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TALLAHASSEE, FLORIDA

W-17196

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**ARTICLES OF INCORPORATION
OF CREATIVE LIGHTING CONCEPTS, INC.
A CORPORATION**

The undersigned, all of whom are duly licensed to Creative Lighting Concepts, Inc. in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation shall be Creative Lighting Concepts, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

- 2.02 The location and address of the Corporation's initial principal office in Florida is Creative Lighting Concepts, Inc., 11095 Village Green Avenue, Seminole, FL 33772. The initial registered agent at the registered office is David P. Rankin.

ARTICLE THREE

PURPOSE

- 3.01 The purpose for which the Corporation is organized shall be to engage in the business of distribution of lighting products within the State of Florida and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR

DURATION

- 4.01 The term of existence of the Corporation is perpetual.

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ARTICLE FIVE

INCORPORATORS

5.01 The names and post office addresses of the incorporators are:

Name
Jeffrey D. Morris

Address
11095 Village Green Avenue
Seminole, FL 33772

Sherril Pavlat Holthusen

11095 Village Green Avenue
Seminole, FL 33772

ARTICLE SIX

DIRECTORS

6.01 The Board of Directors shall consist of one member:

Name: Jeffrey D. Morris
11095 Village Green Avenue
Seminole, FL 33772

Sherril Pavlat Holthusen
11095 Village Green Avenue
Seminole, FL 33772

ARTICLE SEVEN

CAPITAL STOCK

7.01 The number of shares of stock that the corporation is authorized to have outstanding is 100 all of which shall be common shares with par value of ten dollars (\$10.00)

ARTICLE EIGHT

STATED CAPITAL

8.01 The amount of capital with which the corporation shall begin business is one thousand dollars (\$1,000.00).

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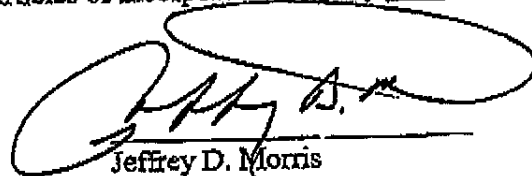
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ARTICLE NINE

AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on July 17, 2001.


Jeffrey D. Morris


Sherril Pavlat Holthusen

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


On July 17, 2001, before me, the undersigned officer, personally appeared Jeffrey D. Morris and Sherril Pavlat Holthusen, known to me to be the persons whose names are subscribed to this document and acknowledged that they executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.


Notary Public

My commission expires:

2-7-02

 Rosemary Clifton
My Commission CG711584
Expires February 7, 2002

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is Creative Lighting Concepts, Inc.
2. The name and address of the registered agent is:

David P. Rankin
3837 Northdale Blvd., Suite 332
Tampa, FL 33624


Signed:


REGISTERED AGENT01 JUL 30 AM 7:40
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE:

DATE:


7/25/01

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