

9-25-2001 5:03PM

FROM AKERMAN, SENTERFITT 539 0938

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Division of Corporations

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Florida Department of State
Division of Corporations
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From:

ASTRID BUTTARI, Legal Assistant
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FLORIDA PROFIT CORPORATION OR P.A.

EE&G ACQUISITION CORP.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
EE&G ACQUISITION CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is EE&G Acquisition Corp. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

14505 Commerce Way, Suite 400
Miami Lakes, FL 33106

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, no par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL DIRECTOR**

The name and address of the initial Directors of the Corporation are as follows:

Charles C. Evans
Timothy Gipe

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ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 14505 Commerce Way, Suite 400, Miami Lakes, FL 33106. The name of the Corporation's initial registered agent at that address is Charles C. Evans.

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Charles C. Evans, 14505 Commerce Way, Suite 400, Miami Lakes, FL 33106.

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of September, 2001.


Charles C. Evans, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25 day of September, 2001.


Charles C. Evans

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