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ACCOUNT NO. : 072100000032

REFERENCE : 539787 81505A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
02 APR 22 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 22, 2002

ORDER TIME : 11:22 AM

ORDER NO. : 539787-025

CUSTOMER NO: 81505A

CUSTOMER: Sam Reiber, Esq
Linsky & Reiber

Suite 200
601 East Twiggs Street
Tampa, FL 33602

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ENERGY MANAGEMENT
TECHNOLOGIES, INC.

EFFECTIVE DATE:

100005314271--6

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

of

**ENERGY MANAGEMENT
TECHNOLOGIES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

**ENERGY MANAGEMENT
TECHNOLOGIES, INC.**

The principal address of the corporation shall be:

**202 S. Wheeler Street
Plant City, Florida 33566**

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized to:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000,000 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V

DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors either from the corporation's net earnings or from the surplus of the corporation's assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or shares of the common stock of the corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 601 East Twiggs Street, Suite 200, Tampa, Florida 33602 and the name of the initial registered agent of this corporation at that address is Sam I. Reiber, Esq.

ARTICLE VII

DIRECTORS

The Board of Directors of the corporation shall consist of one (1) member whose name is Clifford M. Gross, and his address is 202 S. Wheeler Street, Plant City, Florida 33566.

ARTICLE VIII

INCORPORATORS

The name and post office address of the incorporator of the Articles of Incorporation is:

Sam I. Reiber, Esq.
601 East Twiggs Street
Suite 200
Tampa, Florida 33602

ARTICLE IX

AMENDMENT


The 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 Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 19th day of April, 2002.

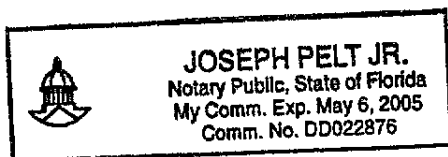


Sam I. Reiber, Esq.
601 E. Twiggs Street
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Tampa, Florida 33602
(813) 223-7509

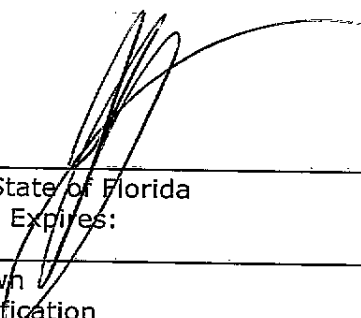
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared, Sam I. Reiber, as incorporator and who executed the foregoing Articles of Incorporation this 19th day of April, 2002.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 19th day of April, 2002.







Notary Public, State of Florida
My Commission Expires:
Print name: _____
Personally Known _____
Produced Identification _____
Type of Identification _____

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
02 APR 22 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That **ENERGY MANAGEMENT TECHNOLOGIES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Plant City, the County of Hillsborough, State of Florida, has named Sam I. Reiber as its agent to accept service of process within the state.

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

REGISTERED OFFICE ADDRESS: 601 East Twiggs Street, Suite 200, Tampa, Florida 33602.

By: 
Sam I. Reiber, Esq.
Registered Agent