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ACCOUNT NO. : 072100000032

REFERENCE : 668861 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 18, 2002

ORDER TIME : 12:32 PM

ORDER NO. : 668861-005

CUSTOMER NO: 81093A

CUSTOMER: Mr. Craig R. Hersch
Sheppard Brett Stewart &
Hersch, P.a.
2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

DOMESTIC FILING

NAME: ENERGY REDUCTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED
2002 JUL 18 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 JUL 18 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-07/18/02--01054--027

*****78.75 *****78.00

78.75

7/18/02

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1926

MAIN OFFICE:

2121 WEST FIRST STREET
FORT MYERS, FLORIDA 33901
(941) 334-1141 PHONE
(941) 334-3965 FAX

PLEASE REPLY TO:

POST OFFICE DRAWER 400
FORT MYERS, FL 33902

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JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH **
D. HUGH KINSEY, JR.
OF COUNSEL
JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
• CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

SOUTH LEE COUNTY OFFICE:
16521 SAN CARLOS BLVD. #104-D
FORT MYERS, FLORIDA 33908
(941) 489-1277 PHONE

ELECTRONIC MAIL:

brett@sbshlaw.com
stewart@sbshlaw.com
hersch@sbshlaw.com
kinsey@sbshlaw.com

JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

July 17, 2002

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: ENERGY REDUCTION, INC. OF FLORIDA

Dear Sirs:

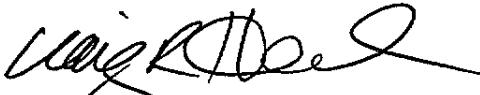
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Kind regards,

SHEPPARD, BRETT, STEWART, HERSCH, & KINSEY, P.A.


Craig R. Hersch

CRH:dlb
Enclosures
cc: Mr. Michael L. Noblett
H-1633

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ENERGY REDUCTION, INC. OF FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, MICHAEL L. NOBLETT and SAM SCAVONE, hereby execute this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is ENERGY REDUCTION, INC. OF FLORIDA.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

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

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 14538 New Hampton Place, Fort Myers, Florida 33912, and the name of the initial registered agent of this Corporation at that address is: MICHAEL L. NOBLETT.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MICHAEL L. NOBLETT	President/ Treasurer	14538 New Hampton Place Fort Myers, Florida 33912
SAM SCAVONE	Executive Vice President/Secretary	8508 Britannia Drive Fort Myers, Florida 33912

ARTICLE X

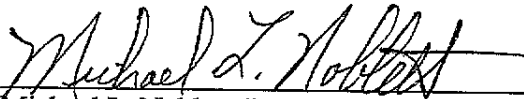
The name and post office address of the subscribers to the Articles of Incorporation are:

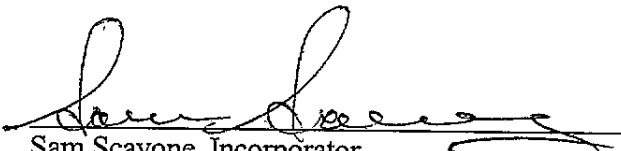
<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
MICHAEL L. NOBLETT	14538 New Hampton Place Fort Myers, Florida 33912
SAM SCAVONE	8508 Britannia Drive Fort Myers, Florida 33912

ARTICLE XI

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

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 17th day of July, 2002.

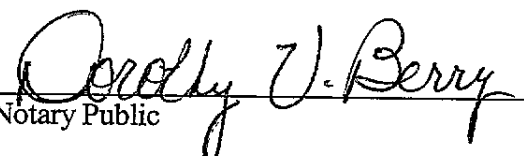

Michael L. Noblett, Incorporator


Sam Scavone, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of July, 2002, by MICHAEL L. NOBLETT and SAM SCAVONE, () who are personally known to me or (☒) who produced _____ as identification.


Notary Public

Printed Name of Notary: DOROTHY V. BERRY

(SEAL)
Comm. Exp. Date:
Comm. Number:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT ENERGY REDUCTION, INC. OF FLORIDA, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS
NAMED MICHAEL L. NOBLETT, LOCATED AT 14538 NEW HAMPTON PLACE, FORT MYERS,
LEE COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

	ENERGY REDUCTION, INC. OF FLORIDA	FILED 2002 JUL 18 PM 1:58 SECRETARY OF STATE TALLAHASSEE FLORIDA
(MLN) Signature:	<u>Michael L. Noblett</u> (Corporate Officer)	
Title:	President/Treasurer	
Date:	<u>July 17, 2002</u>	

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

(MLN) Signature:	<u>Michael L. Noblett</u> Resident Agent
Date:	<u>July 17, 2002</u>