

Division of Corporations

# PO2000101304

Florida Department of State  
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DIVISION OF CORPORATIONS  
02 SEP 18 AM 10:59

**FLORIDA PROFIT CORPORATION OR P.A.**  
**UTILITY CONSULTANTS OF AMERICA, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 SEP 18 AM 11:00

**ARTICLES OF INCORPORATION  
OF  
UTILITY CONSULTANTS OF AMERICA, INC.**

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

**ARTICLE I - NAME**

The name of this corporation is: **UTILITY CONSULTANTS OF AMERICA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be

**2700 West Atlantic Blvd., Suite 215  
Pompano Beach, Florida 33069**

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1000 shares of Common Stock, for a nominal or par value of \$1.00 per share.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she 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 - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office and agent of this corporation is:

**Melvin Shapiro, 2700 West Atlantic Blvd., Suite 215, Pompano Beach, FL 33069**

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the director of this corporation is:

- |  |   |
|--|---|
| Paul Crohn<br>2700 W. Atlantic Blvd., Suite 215<br>Pompano Beach, Fl 33069     | Melvin Shapiro<br>2700 W. Atlantic Blvd., Suite 215<br>Pompano Beach, Fl 33069  |
| Susan Sabatino<br>2700 W. Atlantic Blvd., Suite 215<br>Pompano Beach, Fl 33069 | Maureen Farrell<br>2700 W. Atlantic Blvd., Suite 215<br>Pompano Beach, Fl 33069 |

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Melvin Shapiro  
2700 W. Atlantic Blvd., Suite 215  
Pompano Beach, Fl 33069

**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

**ARTICLE X - I.R.C. STOCK PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to the same reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this day of September, 2002.

Mel Shapiro  
Melvin Shapiro, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That UTILITY CONSULTANTS OF AMERICA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Pompano Beach, FL designates Melvin Shapiro as its agent to accept service of process within this State.

- 1. The name of the corporation.

UTILITY CONSULTANTS OF AMERICA, INC

- 2. The name and address of the registered agent and office is:

Melvin Shapiro  
2700 W. Atlantic Blvd., Suite 215  
Pompano Beach, FL 33069

**ACKNOWLEDGMENT:**

Having been named 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.

Dated: , 2002

Mel Shapiro

Registered Agent

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