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Division of Corporations

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NOTE: Trademark "Tri-City Electrical Contractors" is owned by this entity.
BASIC AMENDMENT

NEW TRI-CITY ELECTRICAL CONTRACTORS, INC.

Certificate of Status	0
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Amended &
Related Art.

W/ Name Change

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 11, 2003

NEW TRI-CITY ELECTRICAL CONTRACTORS, INC.
430 WEST PALM VALLEY DRIVE
OVIEDO, FL 32765

SUBJECT: NEW TRI-CITY ELECTRICAL CONTRACTORS, INC.
REF: P02000129462

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW TRI-CITY ELECTRICAL CONTRACTORS, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, New Tri-City Electrical Contractors, Inc., a Florida corporation (the "Corporation"), hereby amends and restates in its entirety its Articles of Incorporation, as follows:

ARTICLE I

Name

The name of this corporation is **TRI-CITY ELECTRICAL CONTRACTORS, INC.**, and its principal place of business and mailing address is 430 West Palm Valley Drive, Oviedo, Florida 32765.

ARTICLE II

Existence of Corporation

This corporation will continue to have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

Prepared By: J. Gregory Humphries, Esq.
FL Bar #335754
Shutts & Bowen LLP
300 South Orange Avenue, Suite 1000
Orlando, FL 32801-3373

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(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

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(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI
Registered Office and Registered Agent

The street address of the corporation's registered office is 430 West Palm Valley Drive, Oviedo, Florida 32765, and the name of the corporation's registered agent is Charles W. W. McFarland. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII
Indemnification

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII
Board of Directors

At the time of filing these Amended and Restated Articles of Incorporation, the Corporation has four (4) Directors. The number of directors of the Corporation may be increased or decreased from time to time by the Bylaws of the Corporation.

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ARTICLE IX
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

These Amended and Restated Articles were unanimously approved and adopted as of the 10th day of March, 2003 by the written consent of the directors and shareholders of the Corporation.

These Amended and Restated Articles of Incorporation shall become effective on the day they are filed with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, I, the undersigned, have executed these Amended and Restated Articles of Incorporation as of the 10th day of March, 2003.


Charles W. McFarland, Vice President

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated as of the 10th day of March, 2003.


Charles W. McFarland