

04/11/2005 09:08:08 AM

Edge, Valerie R.

Foley & Lardner LLP

Page 2

Division of Corporations

Page 1 of 1

P03000005753

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000087759 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

BASIC AMENDMENT

REGENCY ELECTRIC COMPANY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

RECEIVED

05 APR 11 AM 9:09

DIVISION OF CORPORATIONS

05 APR 11 PM 3:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment
04/11/05

Fax Audit No.
H05000087759 3

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
REGENCY ELECTRIC COMPANY, INC.
(Document Number P03000005753)**

This corporation was incorporated on January 15, 2003, under the name Regency Contracting Company, Inc. (the "Corporation"). The Corporation's name was subsequently changed on March 4, 2003 to Regency Electric Company, Inc. Pursuant to Sections 607.1003 and 607.1004, Florida Business Corporation Act, the following Amendment to the corporation's Articles of Incorporation was approved by unanimous written consent of the directors of this corporation as of March 29, 2005, and by written consent of shareholders owning a majority of the voting stock of this corporation on March 29, 2005.

NOW, THEREFORE, the Articles of Amendment of Regency Electric Company, Inc. are as follows:

1. The Articles of Incorporation of the Corporation as heretofore granted by the Secretary of State of the State of Florida are hereby amended to add new Article X to provide as follows

"Article X.

The holders of the (\$.01 par value) 10,000 shares of Common Stock of the Corporation shall have preemptive class rights with respect to the authorized and unissued shares of such stock. Preemptive rights shall also exist with respect to the issuance of:

- (a) Shares issued as a share dividend;
- (b) Fractional shares;
- (c) Shares issued to effect a merger or share exchange;
- (d) Shares issued as compensation to directors, officers, agents, or employees of the Corporation, its subsidiaries, or affiliates;
- (e) Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation, its subsidiaries, or affiliates;
- (f) Shares issued under a plan of reorganization approved in a proceeding under any applicable act of Congress relating to the reorganization of corporations;
- (g) Shares sold otherwise than for money; or

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 11 PM 3:37

Fax Audit No.
H05000087759 3

Fax Audit No.
H05000087759 3

(h) Shares released by waiver from their preemptive right by the affirmative vote or written consent of the holders of eighty-five percent (85%) of the shares of the class to be issued. Any vote or consent shall be binding on all shareholders and their transferees for the time specified in the vote or consent up to but not exceeding one year from the date thereof and shall protect the Corporation, its management, and all persons who may within that time acquire the shares so released."

2. The proposed amendment of the Articles of Incorporation as set forth in Paragraph 1 hereinabove was approved and adopted by unanimous written consent of the Board of Directors of the Corporation and by written consent of shareholders owning a majority of the voting stock of the Corporation on March 29, 2005. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, Regency Electric Company, Inc. has caused its duly authorized corporate officer to execute these Articles of Amendment as of this 29 day of March, 2005.

REGENCY ELECTRIC COMPANY, INC.

By: 
Darrell Crochet, President

Fax Audit No.
H05000087759 3