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PICK-UP WAIT MAIL

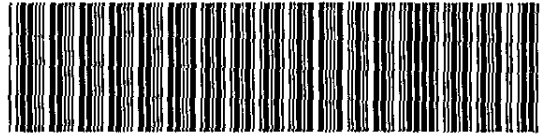
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/15/03--01038--015 **78.75

FILED
03 JAN 30 PM 4: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO3-1916

B 1/31



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 22, 2003

JUAN CARLOS PRIMELLES
7961 SW 15TH STREET
MIAMI, FL 33144

SUBJECT: SOUTHERN ELECTRIC, INC.
Ref. Number: W03000001916

RECEIVED
03 JAN 30 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SOUTHERN ELECTRIC, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 703A00003585

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SOUTHERN ELECTRIC, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: JUAN CARLOS PRIMELLES
Name (Printed or typed)

7961 SW 15 STREET
Address

MIAMI, FL. 33144
City, State & Zip

(305) 796-2728
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF INCORPORATION

SOUTHERN POINT ELECTRIC, INC.

FILED
03 JAN 30 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be: **SOUTHERN POINT ELECTRIC, INC.**

ARTICLE II

The corporation may be engage in any activity of business permitted under the laws of the UNITED STATES and the State of Florida.

ARTICLE III

The numbers of shares of stocks, with \$50.00 per value, that this corporation is authorized to have outstanding at any time is 10 shares.

ARTICLE IV

The amount of capital with this corporation will begin business not be less than five hundred dollars (\$ 500.00).

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The principal office of this Corporation shall be:

Office: 7961 SW 15TH STREET, MIAMI, FL. 33144

Mail Address: Same

ARTICLE VII

The number of Board Directors of the Corporation shall not be less than one person. The Name and post office address of the first Board of Directors, who subject to the pro Vision of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall Hold for the first year of the Corporation's existence or until their successor are elected And shall be duly qualified, is:

**JUAN CARLOS PRIMELLES
7961 SW 15TH STREET
MIAMI, FL. 33144**


PRESIDENT

**RIGOBERTO VAZQUEZ
8430 SW 37TH STREET
MIAMI, FL. 33155**


VICE PRESIDENT

ARTICLE VIII

The number of shares of each subscriber to the Certified of Incorporation is as follow:

JUAN CARLOS PRIMELLES 50%

RIGOBERTO VAZQUEZ 50%

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a director or officer of are Directors of Officer of such other corporation.

The Corporation shall have the further right and power to from time to time, to determine Whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them shall be open to inspection of the stockholders, and no stockholders shall have any right if the inspections any account book or document of this Corporation, except as conferred by statute, unless authorized by resolutions of Stockholders or Board of Directors. The Corporation, in its By-Laws confers powers foregoing and in addition to the powers authorized and expressly conferred by Statutes. Both stockholders and Directors shall have the power, if the By-laws so provide, to offices, within or without the State of Florida, and to keep the books of this Corporation subject of the provisions of the Statute outside the State of Florida at such places as may form time to time or designated by the Board of Directors.

The Corporation reserves the right to amend, change, or repeal any provision contained in this Certificated Statute, and all rights referred upon the stockholders herein or granted subject to this reservation.

ARTICLE X

The Corporation shall have the power to purchase or otherwise acquired directly and/or Through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property, assets or of any individual, and to pay for the same in cash with the stock of this Corporation, bonds, or otherwise, and to hold or in the same manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that of the State of Florida, and any acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partnership) joint ventures, syndicates, polls, associations, and other

arrangements for carrying one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so long.

The undersigned, being each and shall of the original subscribers to the capital stock here in above named for the purpose of forming a Corporation for profit to do business both within and without the State of Florida, do hereby make subscribe, and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

The undersigned incorporator has executed this Articles of Incorporation this, 10th of January, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICER**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICER/REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the Corporation is: **SOUTHERN POINT ELECTRIC, INC.**

The name and address of the registered agent and office is:

**JUAN CARLOS PRIMELLES
7961 SW 15TH STREET
MIAMI, FL. 33144**

Having been named as registered agent and to accept service of process for the above state 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.



**JUAN CARLOS PRIMELLES
REGISTERED**