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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : ROGERS, BOWERS, DEMPSEY AND PALADINO
Account Number : I20010000034
Phone : (561)655-8980
Fax Number : (561)655-9480

Date of receipt should be 10/27/04

DOMESTICATION

County Electric Supply Company

Certificate of Status	0
Certified Copy	1
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ALL INFORMATION
ALLAHASSEE FLORIDA

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CLERK OF STATE
TALLAHASSEE FLORIDA

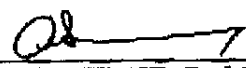
CERTIFICATE OF DOMESTICATION

In accordance with Section 607.1801 of the Florida Statutes, the undersigned, who are the managing directors of COUNTY ELECTRIC SUPPLY CO LTD., a U.K. limited liability company (the "Corporation"), do hereby certify the following:

1. The date on which the Corporation was first formed was June 28, 1995.
2. The jurisdiction where the above named Corporation was first formed, incorporated, or otherwise came into being is the United Kingdom.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was COUNTY ELECTRIC SUPPLY CO LTD.
4. The name of the Corporation as set forth in the Articles of Incorporation to be filed by the Corporation with this Certificate of Domestication is COUNTY ELECTRIC SUPPLY COMPANY.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication is the United Kingdom.
6. Attached to this Certificate of Domestication are Articles of Incorporation for the Corporation as required by Section 607.1801(2)(b) of the Florida Statutes.

We, JOHN ALLDEN and ANDREW SWIFT, who are the managing directors of COUNTY ELECTRIC SUPPLY CO LTD., a U.K. limited liability company, are authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 26th day of October, 2004.


JOHN ALLDEN, Co-Managing Director


ANDREW SWIFT, Co-Managing Director

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
COUNTY ELECTRIC SUPPLY COMPANY**

ARTICLE I - NAME

The name of this corporation is COUNTY ELECTRIC SUPPLY COMPANY

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 6827 North Orange Blossom Trail,
Suite 2, Orlando, Florida 32810.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed
with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for
which corporations may be organized under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation shall have the authority to issue Thirteen Million (13,000,000) shares of
common stock having a par value of One and 80/100 Dollars (\$1.80) per share.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6827 North Orange Blossom Trail, Suite 2, Orlando, Florida 32810, and the name of the initial registered agent of this corporation at that address is James Henderson.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

John Alden
Warwick House
One Station Road
Kenilworth, England CV8-1JF

Andrew Swift
Warwick House
One Station Road
Kenilworth, England CV8-1JF

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Statutes any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee

benefit plan of the Corporation. In addition, the corporation shall also pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings.

ARTICLE IX - INCORPORATORS

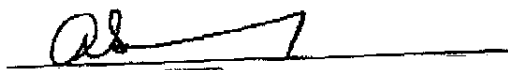
The names and mailing addresses of the persons signing these Articles of Incorporation are:

John Ailden
Warwick House
One Station Road
Kenilworth, England CV8-1JF

Andrew Swift
Warwick House
One Station Road
Kenilworth, England CV8-1JF

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this 25 day of October, 2004.


JOHN ALDEN


ANDREW SWIFT

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COUNTRY OF ENGLAND

COUNTY OF West Midlands

The foregoing instrument was acknowledged before me this 25th day of October, 2004,
by JOHN^R ALLDEN and ANDREW^S SWIFT, who are either personally known to me or who have
produced their drivers licenses as identification.

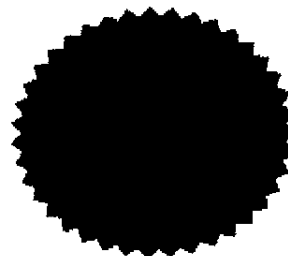


Notary Public

ROLAND JOHN KELLEY

NOTARY PUBLIC COVENTRY ENGLAND

My Commission Expires: On death



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

In pursuance of Chapter 48.091, Florida Statutes, COUNTY ELECTRIC SUPPLY COMPANY, 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 Orlando, County of Orange, State of Florida, has named JAMES HENDERSON, whose address is 6827 North Orange Blossom Trail, Suite 2, Orlando, Florida 32810, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: October 26, 2004



JAMES HENDERSON

WGD/Doc2004/County Electric Supply Company - Articles of Incorporation

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