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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION****D & W Electric Company II, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
D & W ELECTRIC COMPANY II, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I  
Name**

The name of this corporation shall be **D & W ELECTRIC COMPANY II, INC.**

**Article II  
Principal Office and Mailing Address**

The principal office of this corporation shall be 2601 Pickettville Road, Jacksonville, FL 32220. The mailing address of this corporation shall be P.O. Box 37544, Jacksonville, FL 32236-7544.

**Article III  
Capital Stock**

**Section 3.1. Capital Stock.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$0.10 per share.

**Section 3.2. Restriction on Transfer of Stock.** The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Section 3.3. Approval of Shareholders Required for Merger.** The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote with respect to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Michael J. Ivan, Jr., Esquire  
Ivan & Cole, P.A.  
One Independent Drive, Suite 3131  
Jacksonville, FL 32202  
Telephone: (904) 358-3006

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**Article IV**  
**Initial Registered Agent and Address**

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

Janice E. Carter  
311 Scenic Point Lane  
Orange Park, Florida 32003

**Article V**  
**Incorporator**

The name and street address of the incorporator of this corporation are:

Janice E. Carter  
311 Scenic Point Lane  
Orange Park, Florida 32003

**Article VI**  
**Effective Date; Duration**

**Section 6.1. Effective Date.** Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

**Section 6.2. Duration.** This corporation shall exist perpetually.

**Article VII**  
**Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors and Officers**

**Section 8.1. Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

**Section 8.2. Initial Directors and Officers.** The names and street addresses of the initial directors and officers, and the offices held by each officer, of the corporation are:

David Shawn Cook  
2601 Pickettville Road  
Jacksonville, FL 32236-7544

Director and President

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Willie J. Simpson  
2601 Picketville Road  
Jacksonville, FL 32236-7544

Director and Vice President

Daniel L. Carter  
311 Scenic Point Lane  
Orange Park, Florida 32003

Director and Secretary

Janice E. Carter  
311 Scenic Point Lane  
Orange Park, Orange Park 32003

Director and Treasurer

**Section 8.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

**Section 8.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

#### **Article IX Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **Article X Amendment**

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

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16<sup>th</sup> day of August, 2007.

  
Janice E. Carter, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

D & W ELECTRIC COMPANY II, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Janice E. Carter as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 311 Scenic Point Lane, Orange Park, Florida 32003.

DATED this 16th day of August, 2007.

Janice E. Carter  
Janice E. Carter, Incorporator

Having been named as registered agent 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 this 16th day of August, 2007.

Janice E. Carter  
Janice E. Carter, Registered Agent

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