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LAW OFFICES
ROBERT M. HERMAN
A PROFESSIONAL ASSOCIATION
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5821 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33021-6327

ROBERT M. HERMAN

BROWARD (305) 989-8000
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January 18, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: F. D. I. Electric, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced entity, along with a check in the amount of \$122.50 representing the filing fee.

Please process the enclosed documents and return a certified copy of the Articles to the undersigned. If you need any further information and/or documentation to comply with this request, please contact this office.

Very truly yours,


Robert M. Herman

RMH/jlm
Encl.

W95-1822

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***122.50 ***122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 PM 12:15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1995

ROBERT M. HERMAN
5821 HOLLYWOOD BLVD.
SUITE 200
HOLLYWOOD, FL 33021-6327

SUBJECT: F.D.I. ELECTRIC, INC.
Ref. Number: W95000001822

We have received your document for F.D.I. ELECTRIC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 995A00003254

**ARTICLES OF INCORPORATION
OF
F. D. I. ELECTRIC, INC.**

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DIVISION OF CORPORATIONS
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The undersigned incorporator, 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 **F. D. I. ELECTRIC, INC.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common with a par value of \$1.00.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act 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, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall 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, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Clinio Fratarcangeli
8750 Johnson Street
Pembroke Pines, Florida 33024

ARTICLE X

The initial registered agent of the corporation is Robert M. Herman. The street address of the corporation's initial registered office is 5821 Hollywood Boulevard, Suite 200, Hollywood, Florida 33021.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 8750 Johnson Street, Pembroke Pines, Florida 33024.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Clino Fratarcangeli, 8750 Johnson Street, Pembroke Pines, Florida 33024.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of January, 1995.

Clino Fratarcangeli
CLINO FRATARCANGELI, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
F.D.I. ELECTRIC, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 2/2/95


ROBERT M. HERMAN, Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS