

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32311
904-222-9171
904-222-0393 FAX

800-342-8086

CSO networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 559183 8081A

AUTHORIZATION :

Patricia T. Tzitz

COST LIMIT : \$ 70.00

ORDER DATE : March 13, 1995

ORDER TIME : 9:41 AM

ORDER NO. : 559183

500001427735

CUSTOMER NO: 8081A

CUSTOMER: Ms. Lorraine McLaughlin
COBB COLE & BELL

P. O. Box 2491

Daytona Beach, FL 32115-2491

DOMESTIC FILING

P95000020136

NAME: ELECTRICAL ENERGY MANAGEMENT
SYSTEMS, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

3-13-95
CI

FILED
95 MAR 13 PM 1:30
TALLAHASSEE, FLORIDA

95 MAR 13 PM 1:30
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

ELECTRICAL ENERGY MANAGEMENT SYSTEMS, INC.

A Florida Corporation

FILED
95 MAR 13 PM 1:36
SECRET
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: Electrical Energy Management Systems, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 2106 Mitchell Lane, Daytona Beach, Florida 32124. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is three (3) and the name and address of each person who is to serve as a member thereof are as follows:

Blaine Sutton
2106 Mitchell Lane
Daytona Beach, Florida 32124

Robert Higley
P.O. Box 2802
Ormond Beach, Florida 32175

James C. Sutton
2106 Mitchell Lane
Daytona Beach, Florida 32124

The number of directors may be changed from time to time by the bylaws.

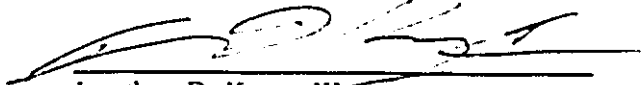
ARTICLE 7

INCORPORATOR

The name and address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

Jonathan D. Kaney III
150 Magnolia Avenue
Daytona Beach, Florida 32114

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these articles this 10th day of March, 1995.


Jonathan D. Kaney III

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 10th day of March, 1995,
by Jonathan D. Kaney III, who is personally known to me or has produced
Fla. Drivers License as identification.

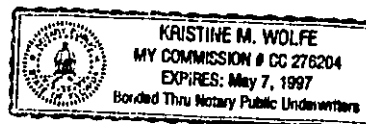
NOTARY PUBLIC:

Sign: Kristine M. Wolfe
Print: Kristine M. Wolfe

State of Florida At Large
(Seal)

My Commission Expires:

Title/Rank: Legal Secretary
Commission Number: _____



CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

FILED
95 MAR 13 PM 1:38
SECRET
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, Electrical Energy Management Systems, Inc. hereby designates Palmetto Charter Services, Inc. at 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

ELECTRICAL ENERGY MANAGEMENT
SYSTEMS, INC.

By: 

Jonathan D. Kaney III, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of Electrical Energy Management Systems, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES,
INC., a Florida corporation

By: 

Larry D. Marsh, Vice President