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417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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ARTICLES OF INCORPORATION

OF

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ORLANDO POWER GROUP, INC.

The undersigned, acting as incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is ORLANDO POWER GROUP, INC., the principal place of business is 27 Jackson Court, Casselberry, Florida 32707.

ARTICLE II DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 243 West Park Avenue, Suite 104, Winter Park, Florida, 32789 and the name of the initial registered agent of this corporation at that address is John H. Bill, Esquire.

ARTICLE VII INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

ELISA M. PEARSON

27 Jackson Court Casselberry, Florida 32707

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator of this corporation is:

John H. Bill, Esquire

John H. Bill, P.A. 243 West Park Avenue, Ste. 104 Winter Park, Florida 32789

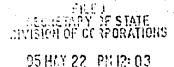
ARTICLE IX BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

ARTICLE XI AMENDMENT



The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder as subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Orange County, Florida, this 18th day of May, 1995.

JOHN H. BILL ESQUIRE

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of May, 1995, by John H. Bill who is personally known to re.

OFFICIAL SEAL
WENDY G. WILEY
MY Commission Expires
Feb. 6, 1996
Comm. No. CC 178231

Wendy J. Wiley WENDY G. WILEY

WENDY G. WILEY NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

JOHN H. BILL, ESQUIRE

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