

950000045195

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: BOND WAY LIGHTING INC.
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for \$ 122.50.

900001508069
-06/08/95--01023--005
****122.50 ****122.50

FROM:

ROBERT S. CIMINO
Name (printed or typed)
315 S.E. Mizner Blvd. #212
Address
Boca Raton, Florida 33432
City, State, & Zip
407 - 392-8300
Telephone Number

FILED
95 JUN -7 PM 3:33
SECRET
TALLAHASSEE, FLORIDA

JUN 13 1995 BSB

Note: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
BOND WAY LIGHTING INC.

FILED
95 JUN -7 PM 3: 33
SECRETARY
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be: BOND WAY LIGHTING INC.

ARTICLE II. PRINCIPAL OFFICE

The address of this corporation's principle office will be at: 707 Bond Way, Delray Beach, Florida 33483.

ARTICLE III. CAPITAL STOCK

This corporation shall have the authority to issue 100 Shares of Common Stock at a par value of \$1.00.

BOND WAY LIGHTING INC.

ARTICLE IV. INITIAL REGISTERED AGENT

The name and address of this corporation's initial registered office shall be:

Robert S. Cimino

315 S.E. Mizner Blvd., Suite 212

Boca Raton, Florida 33432

ARTICLE V. INCORPORATORS

The name and address of the individual who shall serve as the incorporator is Rebecca A. Jennings, 707 Bond Way, Delray Beach, Florida 33483.

ARTICLE VI. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of the State, Division of Corporations.

This corporation's duration shall be perpetual.

ARTICLE VII. PURPOSE

This corporation is being organized for the purpose of wholesale sales of lighting equipment and supplies, and engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

BOND WAY LIGHTING INC.

ARTICLE VIII. PREEMPTIVE RIGHTS

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

ARTICLE IX. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

BOND WAY LIGHTING INC.

ARTICLE X. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board Of Directors shall be two (2).

The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Rebecca A. Jennings
705 Bond Way
Delray Beach, Florida 33483

and

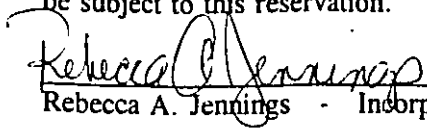
Russell B. Jennings
705 Bond Way
Delray Beach, Florida 33483

ARTICLE XI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Rebecca A. Jennings - Incorporator

BOND WAY LIGHTING INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
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SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: BOND WAY LIGHTING INC.
2. The name and address of the registered agent and office is

Robert S. Cimino
315 S.E. Mizner Blvd., Suite 212
Boca Raton, Florida 33432

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____



DATE: _____

6/3/95

BOND WAY LIGHTING INC.