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Dale S. Wilson

Attorney at Law

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32043

June 12, 1995

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

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****122.50 ****122.50

RE: SYSTEM ONE SOLUTIONS, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of System One Solutions, Inc. Also enclosed is my Trust Account Check in the sum of \$122.50 as and for your filing fee. I would appreciate your forwarding a copy of the Articles of Incorporation to my attention once they have been filed. I have enclosed a pre-addressed envelope for your convenience.

Your assistance in this regard is greatly appreciated.

Sincerely,

Dale S. Wilson

Dale S. Wilson

DSWpjg
Enclosures

cc: Augusto Maldonado

EFFECTIVE DATE

JUN 12 1995

95 JUN 15 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DSW

**ARTICLES OF INCORPORATION
OF
SYSTEM ONE SOLUTIONS, INC.**

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95 JUN 15 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under the laws of the State of Florida.

ARTICLE I.

The name of this Corporation is **SYSTEM ONE SOLUTIONS, INC.**

ARTICLE II. NATURE OF BUSINESS.

The general character, purpose, and nature of business to be transacted by this Corporation is: to engage in the business of engineering consulting in the field of electrical energy conservation; to provide for others consulting engineer services in the energy conservation and manufacturing field; and any other business activities pursuant to the laws of the State of Florida.

ARTICLE III. CAPITOL STOCK.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the shareholders; provided, however, that in the event of such designation, if specifically made by the shareholders, said stock shall be deemed voting.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is \$100.00.

EFFECTIVE DATE

JUN 12 1995

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this Corporation 8384 Baymeadows Road, Suite 11, Jacksonville, FL 32256.

ARTICLE VII. RESIDENT AGENT.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in Compliance with said Act:

That SYSTEM ONE SOLUTIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 8384 Baymeadows Road, Suite 11, Jacksonville, FL 32256, has named DALE S. WILSON as agent to accept service of process within the state at the address of 718 North Orange Avenue, Green Cove Springs Florida 32043.

ACKNOWLEDGMENT

Having been named to accept service of process for SYSTEM ONE SOLUTIONS, INC., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Dale S. Wilson
RESIDENT AGENT: DALE S. WILSON

ARTICLE VIII.

The affairs of the Corporation shall be managed by its shareholders, rather than a Board of Directors.

ARTICLE IX. OFFICERS.

The initial officers of SYSTEM ONE SOLUTIONS, INC., who shall serve until their successors are elected are as follows:

Richard E. Rudolph, President
Address: 4263 Losco Road
Apartment 1412
Jacksonville, FL 32257

John Holcomb, Vice-President
Address: Town Road #3
Bakersfield, VT 05441

Augusto Maldonado, Secretary/Treasurer
Address: 671 Frederic Drive
Green Cove Springs, FL 32043

ARTICLE X. SUBSCRIBER.

The name and street address of the subscriber to these Articles of Incorporation is AUGUSTO MALDONADO, 671 Frederic Drive, Green Cove Springs, Florida 32043.

ARTICLE XI. EFFECTIVE DATE.

These Articles of Incorporation shall be effective on the date they are acknowledged.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12th day of June, 1995.


AUGUSTO MALDONADO

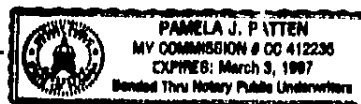
State of Florida
County of clay

Before me, the undersigned notary public, personally appeared, AUGUSTO MALDONADO, to me well known to be the individual described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he

executed the same for the purposes therein expressed. I relied upon the following form of identification:
Florida Driver License.

WITNESS MY HAND AND SEAL in the county and state above named this 12th day of June, 1995.

Pamela J. Patten
NOTARY PUBLIC
My Commission Expires:



THIS DOCUMENT PREPARED BY:

DALE S. WILSON, P.A.
PO BOX 1808
GREEN COVE SPRINGS, FL 32043
(904) 284-5618

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95 JUN 15 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA