

P95000049853

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY (Document #)

Edmund M. Gromnicki

(Requestor's Name)

P.O. Box 2916

(Address)

Bonita Springs, FL 33959

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EMG Electric, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-12350

KMH 6-16-95

6-27-95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1995

EDMUND M. GROMNICKI
POST OFFICE BOX 2916
BONITA SPRINGS, FL 33959

SUBJECT: EMG ELECTRIC, INC.
Ref. Number: W95000012350

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for EMG 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.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 995A00029765

ARTICLES OF INCORPORATION
or
EMG ELECTRIC, INC.

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THE UNDERSIGNED, DESIRING TO FORM A CORPORATION FOR PROPOSED
IN THE STATE OF FLORIDA, DOES HEREBY CERTIFY:

SECRETARY: JAIL
TALLAHASSEE, FLORIDA

FIRST: THE NAME OF SAID CORPORATION SHALL BE EMG ELECTRIC INC.

SECOND: THE LOCATION WHERE ITS PRINCIPAL OFFICE IS TO BE LOCATED
IS P.O. BOX 2916, BONITA SPRINGS, LEE COUNTY, FLORIDA.

THIRD: THE AUTHORIZED NUMBER OF SHARES OF THIS CORPORATION SHALL
BE ONE THOUSAND (1000) SHARES WITHOUT PAR VALUE.

FOURTH: THE NAME AND MAILING ADDRESS OF THE INITIAL REGISTERED
AGENT IS; E.M. GROMNICKI 55 3RD STREET BONITA SPRINGS, FL 33923.

FIFTH: THE NAME AND STREET ADDRESS OF THE INCORPORATOR IS;
E. M. GROMNICKI 55 3RD STREET, BONITA SPRINGS, FL 33923.

SIXTH: THE PURPOSE FOR WHICH IT FORMED IS TO ENGAGE IN BUSINESS
AS AN ELECTRICAL CONTRACTOR, AND FURTHER TO ENGAGE IN ANY LAWFUL
ACTIVITY FOR WHICH CORPORATIONS MAY BE FORMED UNDER THE CORPORATE
LAWS OF FLORIDA.

THE BOARD OF DIRECTORS IS HEREBY AUTHORIZED TO FIX AND DETERMINE
AND TO VARY THE AMOUNT OF WORKING CAPITAL OF THE CORPORATION, TO
DETERMINE WHETHER ANY, AND IF ANY, WHAT PART OF ITS SURPLUS,
HOWEVER CREATED OR ARISING SHALL BE USED OR DISPOSED OF OR DE-
CLARED IN DIVIDENDS OR PAID TO SHARE HOLDERS, AND, WITHOUT

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or
EMG ELECTRIC, INC.

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ACTION BY THE SHAREHOLDERS, TO USE AND APPLY SUCH SURPLUS, OR ANY PART THEREOF AT ANY TIME OR FROM TIME TO TIME IN THE PURCHASE OR ACQUISITION OF SHARES OF ANY CLASS, VOTING TRUST CERTIFICATES FOR SHARES, BONDS, DEBENTURES, NOTES, SCRIP WARRANTS, OBLIGATIONS, EVIDENCES OF INDEBTEDNESS OF THE CORPORATION OR OTHER SECURITIES OF THE CORPORATION, TO SUCH EXTENT OR AMOUNT AND IN SUCH MANNER AND UPON SUCH TERMS AS THE BOARD OF DIRECTORS SHALL DEEM EXPEDIENT.

SEVENTH: ANY ACTION WHICH, UNDER ANY PROVISION OF THE LAWS OF THE STATE OF FLORIDA, MAY BE TAKEN BY SHARE HOLDERS WITH OR WITHOUT MEETING, MAY BE TAKEN OR ADOPTED UPON AFFIRMATIVE VOTE OF THE HOLDERS OF SHARES ENTITLING THEM TO EXERCISE A MAJORITY OF THE VOTING POWER OF THE CORPORATION.

EIGHT: NO OFFICER, DIRECTOR OR SHAREHOLDER OF THE CORPORATION SHALL BE DISQUALIFIED BY HIS OFFICE, MEMBERSHIP OR STOCK OWNERSHIP FROM DEALING OR CONTRACTING WITH THE CORPORATION AS A VENDOR, PURCHASER, EMPLOYEE, AGENT OR IN ANY OTHER SIMILAR OR DIS-SIMILAR CAPACITY; NOR SHALL ANY TRANSACTION, CONTRACT OR ACT OF THE CORPORATION BE VOID OR VOIDABLE OR IN ANY WAY AFFECTED OR INVALIDATED BY REASON OF THE FACT THAT ANY SUCH OFFICER, DIRECTOR OR SHAREHOLDER OF THE CORPORATION, ANY FIRM OF WHICH HE MAY BE A MEMBER, OR ANY OTHER CORPORATION OR AFFILIATE OR SUBSIDIARY OF WHICH HE MAY BE A OFFICER, DIRECTOR OR SHAREHOLDER, IS IN ANY WAY

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OF
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INTERESTED IN SUCH TRANSACTION, CONTRACT OR ACT, PROVIDED THE INTEREST OF SUCH OFFICER, DIRECTOR OR SHAREHOLDER IS DISCLOSED TO OR KNOWN BY THE BOARD OF DIRECTORS OF THE CORPORATION, OR SUCH MEMBERS THEREOF AS SHALL BE PRESENT AT ANY MEETINGS AT WHICH ACTION IS TAKEN UPON SUCH TRANSACTION, CONTRACT OR ACT. NEITHER SHALL SUCH OFFICER, DIRECTOR OR SHAREHOLDER BE ACCOUNTABLE OR OTHERWISE RESPONSIBLE TO THE CORPORATION FOR OR IN CONNECTION WITH ANY SUCH TRANSACTION, CONTRACT OR ACT, OR FOR ANY GAINS OR PROFITS REALIZE BY HIM BY REASON OF THE FACT THAT HE, ANY FIRM OF WHICH HE AN OFFICER, DIRECTOR OR SHAREHOLDER IS INTERESTED IN ANY SUCH TRANSACTION, CONTRACT OR ACT. ANY SUCH OFFICER, DIRECTOR OR SHAREHOLDER, IF HE IS A DIRECTOR, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION WHICH SHALL AUTHORIZE OR TAKE ACTION UPON SUCH TRANSACTIONS, CONTRACT OR ACT, AND HE MAY VOTE AT ANY SUCH MEETING, CONTRACT OR ACT TO THE SAME EXTENT AS IF HE, ANY AFFILIATE OR SUBSIDIARY OF WHICH HE IS AN OFFICER, DIRECTOR OR SHAREHOLDER, WERE NOT INTERESTED IN SUCH TRANSACTION, CONTRACT OR ACT.

NINTH: THE CORPORATION SHALL INDEMNIFY EACH PRESENT AND FUTURE DIRECTOR AND OFFICER OF THE CORPORATION AGAINST ANY COSTS AND EXPENSES WHICH MAY BE ACTUALLY AND REASONABLY IMPOSED ON OR INCURRED BY HIM IN CONNECTION WITH ANY CLAIM, ACTION, SUIT OR PROCEEDINGS HEREAFTER MADE OR INSTITUTED IN WHICH HE MAY BE INVOLVED BY REASON OF HIS BEING OR HAVING BEEN A DIRECTOR

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OF
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OFFICER OF THE CORPORATION OR OF ANY OTHER CORPORATION ON WHICH HE SERVED OR SERVES AS A DIRECTOR OR OFFICER AT THE REQUEST OF THE CORPORATION (WHETHER OR NOT HE CONTINUES TO BE A DIRECTOR OR OFFICER AT THE TIME OF IMPOSITION OF SUCH COSTS OR INCURRING OF SUCH EXPENSES) SUCH COSTS AND EXPENSES TO INCLUDE THE COSTS TO SUCH DIRECTOR OR OFFICER OF REASONABLE SETTLEMENTS MADE WITH A VIEW TO CURTAILMENT OF COSTS OF LITIGATION (OTHER THAN AMOUNTS PAID TO THE CORPORATION ITSELF OR TO SUCH OTHER CORPORATION SERVED AT THE REQUEST OF THE CORPORATION). THE CORPORATION SHALL NOT, HOWEVER, INDEMNIFY SUCH DIRECTOR OR OFFICER WITH RESPECT TO MATTERS AS TO WHICH HE SHALL BE FINALLY ADJUDGED IN SUCH ACTION, PROCEEDING TO BE LIABLE BECAUSE OF DERELICTION OR BAD FAITH IN THE PERFORMANCE OF HIS DUTIES AS SUCH DIRECTOR OR OFFICER NOR IN RESPECT TO CASES WHERE A MAJORITY OF DIRECTORS OF THE CORPORATION ACTING ON ADVICE OF COUNSEL SHALL HAVE AUTHORIZATION IN THE ACTION, SUIT OR PROCEEDINGS AGAINST HIM OR SHALL DETERMINE THAT SUCH DIRECTOR OR OFFICER HAS BEEN GUILTY OF DERELICTION OR BAD FAITH, NOR (EXCEPT WITH THE APPROVAL OF THE COURT OF COMPETENT JURISDICTION) IN RESPECT OF ANY MATTER ON WHICH A SETTLEMENT IS EFFECTED IN THE AMOUNT PAID BY THE DIRECTOR OR OFFICER IN SUCH SETTLEMENT SHALL SUBSTANTIALLY EXCEED THE EXPENSES WHICH MIGHT REASONABLY BE INCURRED BY HIM AFTER THE DATE OF SETTLEMENT IN THE CONDUCTING LITIGATION TO FINAL CONCLUSION, NOR AGAINST JUDGMENTS RENDERED AGAINST SUCH DIRECTOR OR OFFICER IN SUCH LITIGATION. THE FORGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF

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OF
EMG ELECTRIC, INC.

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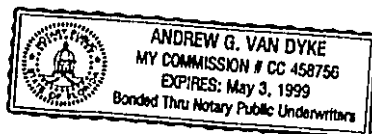
OTHER RIGHTS TO WHICH ANY DIRECTOR OR OFFICER MAY BE ENTITLED AS A
MATTER OF LAW, AND SHALL INURE TO THE BENEFIT OF THE HEIRS,
EXECUTORS AND ADMINISTRATORS OF ANY SUCH DIRECTOR OR OFFICER.

FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE
STATE OF FLORIDA I CERTIFY THE FACTS STATED HEREIN ARE TRUE.
THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICALS OF
INCORPORATION THIS 21ST DAY OF JUNE, 1995.

EMG ELECTRIC, INC.


E. M. GROMNICKI

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME THIS
22nd DAY OF JUNE, 1995.





**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

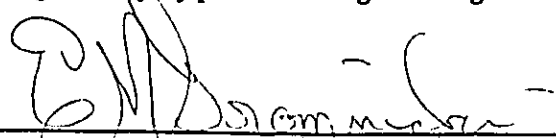
1. The name of the corporation is: EMG ELECTRIC, INC.

2. The name and address of the registered agent and office is:

E M. GROMNICKI
(NAME)
55 3RD STREET
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
BONITA SPRINGS FL 33923
(CITY/STATE/ZIP)

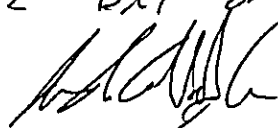
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 relating 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)

6-22-95
(DATE)

SIGNED THIS 22ND DAY OF JUNE, 1995


DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

