

95000032134

June 27, 1995

EFFECTIVE DATE
JUL 15 1995

Florida Department of State
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, Fl., 32314

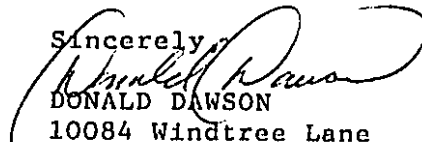
Dear Sir or Madam:

Enclosed are the following for the incorporation of DON-ED ELECTRIC, INC.:

1. Certificate of Incorporation (2 Copies)
2. Certificate Designating Agent for Service of Process
3. Check in the amount of \$70.00 payable to Department of State.

Your attention to this matter is appreciated.

Sincerely,


DONALD DAWSON
10084 Windtree Lane
Boca Raton, Fl., 33428

DD
Attchs.

JUL 6 1995 BSB

700001528257
-06/30/95--01040--015
*****70.00 *****70.00

FILED
95 JUN 30 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
DON-ED ELECTRIC, INC.

FILED
95 JUN 30 PM 12: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
JUL 15 1995

ARTICLE I.

The name of the corporation shall be DON-ED ELECTRIC, INC.

ARTICLE II.

The general nature of the business to be transacted is electrical contracting, including new construction, remodelling, repairs, and all activities related thereto, as well as engaging in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be five hundred (500) shares of common stock of one dollar (\$1.00) par value each.

ARTICLE IV.

The amount of capital with which this corporation shall commence business shall be not less than five hundred dollars (\$500.00).

ARTICLE V.

This corporation shall have a perpetual existence beginning July 15, 1995.

ARTICLE VI.

The principal office of said corporation shall be 10084 Windtree Lane, Boca Raton, Florida, 33428.

ARTICLE VII.

The number of directors of this corporation shall be one or more.

ARTICLE VIII.

The name and post office address of the first Board of Directors of this corporation, and the officers each of whom shall hold office for the first year or until his successor is chosen, are:

DONALD DAWSON President/Director

Of:

10084 Windtree Lane
Boca Raton, Fl., 33428

EDWARD BRUNNER . . . Secretary/Treasurer
Director

Of:

11687 Venetian Ave.
Boca Raton, Fl., 33428

ARTICLE IX.

The name and post office address of the subscriber and the number of shares he agrees to take is:

DONALD DAWSON 250 Shares

Of:

10084 Windtree Lane
Boca Raton, Fl., 33428

EDWARD BRUNNER250 Shares

Of:

11687 Venetian Ave.
Boca Raton, Fl., 33428

ARTICLE X.

The Board of Directors shall initially have the power to enact by-laws, but upon by-laws being enacted and adopted, no amendment thereafter shall be made to them except by the stockholders.

ARTICLE XI.

No amendment of the Certificate of Incorporation can be made except upon the affirmative vote of holders of record of fifty-one (51) percent of the stock of the corporation.

ARTICLE XII.

The original incorporator of this corporation shall have the right after organization of same to assign and deliver his subscription of stock herein to any other person or persons, who may hereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment shall stand in lieu of said original incorporators and assume and carry out all the rights, liabilities, and duties entailed by said subscription, subject to the laws of the State of Florida and the execution of this power.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Florida this 28th day of June 1995.

Donald Dawson
DONALD DAWSON

Edward Brunner
EDWARD BRUNNER

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY, that before me, the undersigned authority, this day appeared DONALD DAWSON and EDWARD BRUNNER, to me well known and known to be the persons who executed the foregoing Certificate of Incorporation of DON-ED ELECTRIC, INC., and each acknowledged to and before me that he executed same for the purpose therein expressed.

Donna M. Stokes
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
DONNA M STOKES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC317984
MY COMMISSION EXP SEPT 29, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

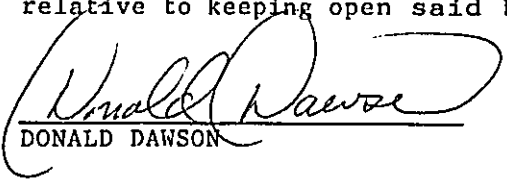
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In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said act:

FIRST . . .That DON-ED ELECTRIC, INC. desiring to organize under the
laws of the State of Florida, with its principal office as indicated in
the Certificate of Incorporation, at the city of Boca Raton, County of
Palm Beach, and State of Florida, has named DONALD DAWSON, located at
10084 Windtree Lane, Boca Raton, Florida, 33428, County of Palm Beach,
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation at 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 business.


DONALD DAWSON

FILED
95 JUN 30 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JES ACCOUNTING INC.

2831 N.W. 105th TERRACE
CORAL SPRINGS, FLORIDA 33065
(305) 752-2050

P95000052134
Sept 26 1995

Melco Electric-South, inc.
10084 Windtree Lane
Boca Raton, Fl., 33428

Division of Corporations
P.O. Box 6327
Tallahassee, Fl., 32314

300001599968
-10/03/95--01093--006
*****35.00 *****35.00

Dear Sir or Madam:

Attached are two copies of "Articles of Amendment to Articles of Incorporation" of Don-Ed Electric, Inc. which reflects a name change to Melco Electric-South, Inc.

Also enclosed is a check in the amount of \$35.00 for the filing fee.

Your attention to this matter will be appreciated.

Sincerely,

Donald Dawson
DONALD DAWSON
President

SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 OCT -2 PM 4: 10

FILED

DD:ds
Encls.

EFFECTIVE DATE
10-10-95

10/6 JST
Name Change

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 OCT -2 PH 4:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA
EFFECTIVE DATE
10-10-95

DON-ED ELECTRIC, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE 1. Effective October 10, 1995 the name of the corporation is changed to MELCO ELECTRIC-SOUTH, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption, September 26, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 26th of September, 19 95

Signature Donald Dawson PRESIDENT
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Donald Dawson
Typed or printed name

Title