

P95000070627

Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

9-8-1995

Re: Electrical Technologies of Central Florida, Inc.

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced corporation.

We have enclosed a check for

___ S 70 - Filing Fee Only

___ S 78.75 - Filing Fee and Certificate

X S 122.50 - Filing Fee, Registered Agent and Certified Copy Fee

___ S 131.25 - Filing Fee, Registered Agent, Certified Copy Fee
and Certificate

ESTABLISHED 1845
FEDERAL RESERVE BANK
*****122.50*****

Date: September 8, 1995

Name and Title: Albert W. Welsh, President

Address: 201 Missouri Avenue, St. Cloud, Florida 34769

Phone Number: 407-891-1139

SEP 15 1995

ARTICLES OF INCORPORATION

OF

Electrical Technologies of Central Florida, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE NUMBER ONE - NAME

EFFECTIVE DATE
SEP 8 1995

The name of the corporation shall be:

Electrical Technologies of Central Florida, Inc.

ARTICLE NUMBER TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

201 Missouri Avenue, St. Cloud, Florida 34769

ARTICLE NUMBER THREE - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 Shares

ARTICLE NUMBER FOUR - INITIAL REGISTERED AGENT AND REGISTERED OFFICE:

The name and address of the initial registered agent is:

Albert W. Welsh
201 Missouri Avenue, St. Cloud, Florida 34769

ARTICLE NUMBER FIVE - EFFECTIVE DATE

The effective date of the corporation shall be:

September 8, 1995

ARTICLE NUMBER SIX - INCORPORATORS

The name(s) and street address of the incorporator(s) is (are):

Albert W. Welsh 201 Missouri Avenue, St. Cloud, Florida 34769
George M. Francfort 201 Missouri Avenue, St. Cloud, Florida 34769

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 8th day of September, 1995

Albert Welsh 9.8.95 *George M. Francfort 9.9.95*

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

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 it's registered office and registered agent, in the State of Florida.

The name of the corporation is:

Electrical Technologies of Central Florida, Inc.

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

Albert W. Welsh 201 Missouri Avenue, St. Cloud, Florida 34769

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.

Albert Welsh

SIGNATURE

9.8.95

DATE

FISHER, TOUSEY, LEAS & BALL

ATTORNEYS AT LAW

1 INDEPENDENT DRIVE, SUITE 2800

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 356-2600 FAX (904) 355-0233

SUITE 150 A

4 SAWGRASS VILLAGE

PONTE VEDRA BEACH, FLORIDA 32082

(904) 285-2601

JOHN S. BALL
TODD L. BRADLEY
ROBERT A. DAWKINS
MICHAEL W. FISHER
BEVERLY H. FURTICK
JOHN E. LAWLOR III
MICHAEL R. LEAS
MARY A. ROBISON
CLAYTON TOUSEY, JR.

PLEASE REPLY TO
JACKSONVILLE OFFICE

September 5, 1995

PA5000070628

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

Re: Articles of Incorporation of
Empire Entertainment Holdings, Inc.

200001581532
-03:11/235--01051--009
***122.50 ***122.50

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Empire Entertainment Holdings, inc.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please certify the enclosed copy of the Articles and return it to me. Thank you for your assistance.

Sincerely,

Deborah A. Ferguson

Deborah A. Ferguson, CLA
Certified Legal Assistant

49714/Enclosures

SEP 11 1995

SEP 11 1995

PA 5000070628

FILED

ARTICLES OF INCORPORATION 55 SEP 11 AM 0:50

OF

EMPIRE ENTERTAINMENT HOLDINGS, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Empire Entertainment Holdings, Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082. The mailing address of the corporation is 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Clay B. Tousey, Jr.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Clay B. Tousey, Jr.
1 Independent Drive, Suite 2600
Jacksonville, Florida 32202

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial board of directors until the first annual meeting of the shareholders, are as follows:

Grant Weyman	3209 Sawgrass Village Circle Ponte Vedra Beach, FL 32082
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(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

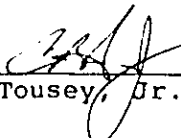
ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 5th day of Setpember, 1995.



Clay B. Tousey, Jr.

d/49712

RECORDED
1995 SEP 11 10:00 AM
STATE OF FLORIDA
DEPARTMENT OF STATE

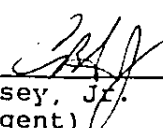
CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First--That Empire Entertainment Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Ponte Vedra Beach, County of St. Johns, State of Florida, has named Clay B. Tousey, Jr., located at 1 Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.



Clay B. Tousey, Jr.
(Resident Agent)

RECEIVED
SEP 11 11 00 AM '50
STATE OF FLORIDA