

P96000027193

TRANSMITTAL LETTER

March 20, 1994

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

400001754614
-03/22/96--01077--015
*****78.75 *****78.75

RE: CONSERVATIVE POWER ALLIANCE (CPA), Inc.
Proposed Corporate Name

Enclosed please find one original and one copy of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. The filing fee of \$78.75 is enclosed. A certified copy is not requested at this time. Please use the copy herein, as file/return copy. Also please forward a certificate of status.

FROM: Mr. Samuel O. Kirkland, Sr.
Incorporator
CONSERVATIVE POWER ALLIANCE (CPA), Inc.
3516 Third Avenue South
St. Petersburg, FL 33711

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,


Samuel O. Kirkland, Sr.

ENCLOSURES

FILED
96 MAR 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shs
3/28/96

FILED

96 MAR 22 AM 10:33

Articles of Incorporation
for
CONSERVATIVE POWER ALLIANCE
(CPA), INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: CONSERVATIVE POWER ALLIANCE (CPA), INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of providing economical effectuation for entities requiring necessary or desired levels of minority business opportunities, development and participation. All aspects of ownership certification assistance, bonding assistance, project development, contract compliance and monitoring assistance, community outreach and marketing assistance, business implementations designs/functions, training, administrative management consultants, construction, and other contractual related services, along with any and all other business permitted under the laws of the United States of America and the great state of Florida, shall be provided by this corporation. The corporation may further act as a holding company for similar types of entities that shall restrict subsidiary operations to certain geographical locations.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100,000,000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable. A minimum of 51% ownership of any said shares being outstanding, is strictly limited, by virtue of these articles to African Americans and/or designated minorities as defined by the United States government or the State of Florida government. This corporate entity is an effort to provide needed legally guaranteed minority participation, in various capitalistic and/or governmental ventures and not to wrongfully discriminate against any class of people.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

SAMUEL O. KIRKLAND, Sr.
3516 Third Avenue South,
St. Petersburg, FL 33711
(813) 327-8644

The board of directors from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The names of the initial board of directors of this corporation are:

(1) ARTHUR L. FINLEY (2) SAMUEL O. KIRKLAND, Sr.

(3) ANDERSON C. HILL, II

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The address and phone number for the initial directors is listed in article viii.

ARTICLE VIII. INCORPORATORS

The names and street address of the persons signing these articles of incorporation as the incorporators are:

(1) ARTHUR L. FINLEY	(2) SAMUEL O. KIRKLAND, Sr.
1613 Sandy Ridge Dr., Q202	3516 Third Avenue South
Tampa, FL 33603	St. Petersburg, FL 33711
(407) 238-8322	(407) 327-8644

(3) ANDERSON C. HILL, II
750 S. Orange Blossom Tr.
Suite 120
Orlando, FL 32805
(407) 426-8597

ARTICLE IX. PRINCIPAL OFFICE

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

3516 Third Avenue South, St. Petersburg, FL 33711


ARTICLE X. AMENDMENT


These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on March 20, 1996.


Arthur L. Finley
Incorporator


Samuel O. Kirkland, Sr.
Incorporator


Anderson C. Hill, II
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

FILED
96 MAR 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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 CONSERVATIVE POWER ALLIANCE (CPA), Inc.

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

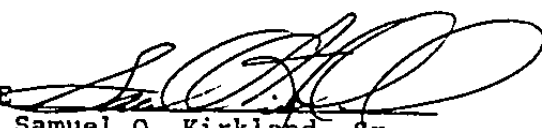
Mr. Samuel O. Kirkland, Sr.
3516 Third Avenue South
St. Petersburg, FL 33711

SIGNATURE


Samuel O. Kirkland, Sr.
Incorporator
March 20, 1996

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


Samuel O. Kirkland, Sr.
March 20, 1996

DEBIT MEMORANDUM

FOR OFFICIAL USE

TO : DEPARTMENT OF STATE

DATE 04/04/96 NUMBER 63314

P96000027193

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	428.25	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	428.25	OTHER	4

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	50.00
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-100001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	4	142.00

GRAND TOTAL: \$ 428.25

P96000027193

63314-C

70
8.75
15.00

Process Date: 04/04/96

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-05/06/96--01048--014
*****93.75 *****93.75

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer

Bill Nelson