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HARRIS, MIDYETTE & GEARY, P.A.
ATTORNEYS AT LAW
2011 SOUTH FLORIDA AVENUE
LAKELAND, FLORIDA

CHRISTY F. HARRIS
CORPORATION AND BUSINESS LAW
GENERAL PRACTICE
WILLIAM M. MIDYETTE, III
JOSEPH A. GEARY
EDUARDO F. MORRELL
BEN H. DARBY, JR.
LOUISE D. WILKINSON

REPLY TO:
P. O. BOX 2[illegible]
LAKELAND, FLORIDA 3[illegible]
TELEPHONE (941) 6[illegible]
FAX: (941) 688 8[illegible]

May 2, 1996

Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

-05/07/96--01083--007
****122.50 ****122.50

Re: TICA of ORLANDO, INC.

Ladies and Gentlemen:

We are enclosing the original and one executed copy of proposed Articles of Incorporation for TICA of Orlando, Inc., together with a Certificate Designating Registered Agent. Please approve and file the originals and return a certified copy to our office.

We are also enclosing our firm's check payable to you, in the amount of $122.50, representing charges for the filing fees ($35.00), certified copy ($52.50), and filing of the Registered Agent Designation ($35.00).

Please call our office if anything further is required. Thank you for your services.

Sincerely,

HARRIS, MIDYETTE & GEARY, P.A.

By: Louise D. Wilkinson
Louise D. Wilkinson

LDW/db
Enclosures: as stated above

pc: TICA of Orlando, Inc.

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ARTICLES OF INCORPORATION

OF

TICA of ORLANDO, INC.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
(NAME)

The name of this Corporation is:

TICA of ORLANDO, INC.

ARTICLE II.
(PERMITTED BUSINESSES AND ACTIVITIES)

This Corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of p tents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock, exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, Trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Subsection (i) hereof.

(k) Enter into General Partnerships, Limited Partnerships (whether the Corporation be a Limited or General Partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone. The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE III.
(CAPITAL STOCK)

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of $1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV.
(INITIAL CAPITAL)

The amount of capital with which this Corporation will begin business shall be not less than Five Thousand Dollars ($5,000.00).

ARTICLE V.
(TERM OF EXISTENCE)

The existence of this Corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

ARTICLE VI.
(PRINCIPAL OFFICE ADDRESS)

The street address of the initial principal office of the Corporation in the State of Florida is 440 South 78th Street, Tampa, Florida 33619. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII.
(REGISTERED AGENT)

The Registered Agent of the Corporation and the address of the Registered Agent and Registered Office of the Corporation shall be as follows:

Name	Address
Charles B. Shupe	440 South 78th Street Tampa, Florida 33619

ARTICLE VIII.
(DIRECTORS)

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE IX.
(DIRECTORS' POWERS)

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as officers, to permit Contracts or other transactions between the Corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Stockholders.

Without limiting the generality of the foregoing, no Contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such Contract or transaction by a vote of a majority of the Directors (such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X.
(ORIGINAL DIRECTORS)

The name and street address of each member of the first Board of Directors is:

Name	Address
J. Arthur Turner, III	440 South 78th Street Tampa, Florida 33619

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE XI.
(INCORPORATOR)

The name and street address of the incorporator to these Articles of Incorporation is:

Name	Address
Louise D. Wilkinson	2012 South Florida Avenue Lakeland, Florida 33803

The incorporator to these Articles of Incorporation hereby assigns to this Corporation any and all of her rights under Section 607.0202, Florida Statutes, to constitute a Corporation.

ARTICLE XII.
(AMENDMENTS)

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 1st day of May, 1996, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Louise D. Wilkinson (SEAL)
Louise D. Wilkinson, Incorporator

STATE OF FLORIDA,
COUNTY OF POLK.

The foregoing instrument was acknowledged before me this 1st day of May, 1996 by Louise D. Wilkinson, who is personally known to me ~~or who has produced ______ as identification~~ and who did/did not take an oath.

Carolyn L. Barnes
NOTARY PUBLIC
Carolyn L. Barnes
(Type/Print/Stamp Name)
CC414725
Serial Number, if any

My Commission Expires:
12/20/98

NOTARIAL STAMP

OFFICIAL NOTARY SEAL
CAROLYN L BARNES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC414725
MY COMMISSION EXP. DEC. 20,1998

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -6 PM 3:28

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **TICA OF ORLANDO, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida, has named the following as its agent to accept service of process within the State of Florida:

CHARLES B. SHUPE
440 South 78th Street
Tampa, Florida 33619

TICA OF ORLANDO, INC.

By: J. Arthur Turner III
J. ARTHUR TURNER, III
Director
Date: May 1, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Charles B. Shupe
CHARLES B. SHUPE,
Registered Agent

Date: May 1, 1996

Filing Fee: $35.00

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HARRIS, MIDYETTE, GEARY & DARBY, P.A.
ATTORNEYS AT LAW

2012 South Florida Avenue • P.O. Box 2451 •
Lakeland, Florida • 33806-2451
Phone (941) 683-7567 • Fax (941) 688-8099

Christy F. Harris
William M. Midyette, III
Joseph A. Geary
Ben H. Darby, Jr.
Eduardo F. Morrell
Louise D. Wilkinson
Diane E. Hill

February 13, 1997

Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Amendment to Articles of Incorporation of TICA of Orlando, Inc.

Ladies and Gentlemen:

We have enclosed for filing with your office an original Amendment to the Articles of Incorporation for the above-referenced corporation, along with our firm's check in the amount of $35.00, representing your filing fee.

Please call our office if anything further is required. Thank you for your services.

Sincerely,

HARRIS, MIDYETTE, GEARY & DARBY, P.A.

By: Louise D. Wilkinson
Louise D. Wilkinson

FILED
97 FEB 17 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LDW/db
Enclosures: as stated above

cc: Mr. J. Arthur Turner, III, President
TICA of Orlando, Inc.
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CB6
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NC
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ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

<u>TICA OF ORLANDO, INC.</u>

FILED
97 FEB 17 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of TICA OF ORLANDO, INC. are amended to read as follows:

ARTICLE I.
NAME

The name of this Corporation is ELECTRICAL MOTOR SERVICES, INC.

Except as specifically amended hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

The foregoing Amendment was adopted by written consent of the Stockholder and Director of the Corporation in accordance with Section 607.1006, Florida Statutes, on the 11th day of February, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of TICA OF ORLANDO, INC. has executed this Amendment on this 11th day of February, 1997.

TICA OF ORLANDO, INC.

By: J. Arthur Turner III
J. ARTHUR TURNER, III,
President/Secretary

Articles of Amendment to Articles of Incorporation
TICA OF ORLANDO, INC.
Page Two

STATE OF FLORIDA,
COUNTY OF HILLSBOROUGH.

The foregoing Articles of Amendment was acknowledged before me this 11th day of February, 1997 by J. Arthur Turner, III, the President of TICA OF ORLANDO, INC., a Florida corporation, who is personally known to me ~~or who has produced ______________ as identification~~ and who did/did not take an oath.

Constance M. Prokop
NOTARY PUBLIC
PrintName: Constance M. Prokop

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
CONSTANCE M. PROKOP
Commission Number CC530336
My Commission Expires March 25, 2000
Bonded by Western Surety Company

NOTARIAL STAMP

Filing Fee: $35.00
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