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WOLFE, YOUNG, O'BAKER & COMPANY

Accountants & Tax Consultants

101 Sunnytown Road
Casselberry, Florida 32707

Ph # (407) 339-9000
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May 17, 1996

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

ANNON183212B
-05/21/96--01074--019
*****70.00 *****70.00

Re: **Matador Electric, Inc.**

To Whom it May Concern:

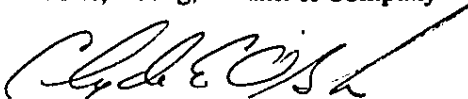
Enclosed please find \$70.00 check for Filing Fees (\$35.00), and Register Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent .

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

Wolfe, Young, O'Baker & Company



Clyde E. O'Baker

CEO/sbo
Enclosures

FILED
95 MAY 20 AM 8:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MATADOR ELECTRIC, INC.**

FILED
96 MAY 20 AM 8:29
CLERK OF THE STATE
OFFICE OF THE CLERK OF THE STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is: **Matador Electric, Inc.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address and mailing address of the initial registered office of this corporation is: 924 Sligh Boulevard, Orlando, Florida 32806. The name of the initial registered agent of this corporation at that address is: James P. Faherty.

Article VII - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: James P. Faherty, 924 Sligh Boulevard, Orlando, Florida 32806, and John Brown, 924 Sligh Boulevard, Orlando, Florida 32806.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: James P. Faherty 924 Sligh Boulevard, Orlando, Florida 32806.

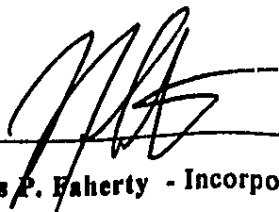
Article IX - Initial Officers

The names and addresses of initial officers shall be: James P. Faherty, 924 Sligh Boulevard, Orlando, Florida 32806 - President/Treasurer and John Brown, 924 Sligh Boulevard, Orlando, Florida 32806 - Vice President/Secretary.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the _____ day of _____ A.D., 1996.

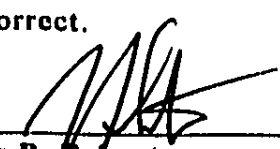


James P. Faherty - Incorporator

STATE OF FLORIDA

COUNTY OF _____

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, James P. Faherty, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.


James P. Faherty
Form of U.S. Driver's License
I.D. # FL30-455-101-138-0
Expiration 1/18/97

SWORN and SUBSCRIBED to before me this 17th day of May,
A.D., 1996.



OFFICIAL SEAL
J. M. GLAZE
My Commission Expires
April 7, 1997
Comm. No. CC 275156


Notary Public, State of Florida
AT LARGE

My Commission Expires: April 7, 1997
(N.P. Seal)

State of Florida
Department of State

96 MAY 20 AM 10 29

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

The following is submitted in compliance with Section 48.091,
Florida Statutes.

Matador Electric, Inc., a corporation organized under the laws of the State of
Florida, with its principal office at: 924 Sligh Boulevard, Orlando, Florida
32806, has named **James P. Faherty**, at that address, as its Agent to accept
service of process within this State.

Matador Electric, Inc.

BY: 
James P. Faherty
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above-stated
corporation, at the designated place 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.


James P. Faherty
Registered Agent