

P96000050456

**AMERICAN
PAINTS**

FILED

96 JUN 13 AM 10:14

Florida's Roof Paint Manufacturer Since 1972

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/30/86

To: Secretary of State, Tallahassee

From: Thomas Sullivan

RECEIVED
JUN 20 1986
TALLAHASSEE, FLORIDA

Enclosed is articles of incorporation for
American Watt - Saver Inc. and a check
in the amount of \$70.00.

Please return the 2nd copy of the
articles to me at American Paints
1800 N. Powerline Rd, Pompano Beach

FL. 33069

Any problems call
me at 954 960 0600 Ext 110.

THOMAS SULLIVAN
GAV.
954 960 0600
EXT 110

NOT add principal address statement
to Article III

TH

W96-11929
PH 6/5/86
BH 6/13/86

954



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1996

THOMAS E. SULLIVAN
1800 N POWERLINE RD
POMPANO BEACH, FL 33069

SUBJECT: AMERICAN WATT-SAVER INC.
Ref. Number: W96000011929

We have received your document for AMERICAN WATT-SAVER INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 396A00028113

**ARTICLES OF INCORPORATION
OF
AMERICAN WATT-SAVER INC.**

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96 JUN 13 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1 - NAME

The name of the corporation is **AMERICAN WATT-SAVER INC.**

ARTICLE 2 - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 3 - CAPITAL STOCK

3.1 The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Million Shares (10,000,000) of common stock, each share having a par value of One Tenth of a Cents (\$.001).

3.2 Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

3.3 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

3.4 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

3.5 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualification, or term or conditions of redemption of the stock

ARTICLE 4 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2060 Country Club Blvd., Deerfield Beach, Florida 33442, and the name of the initial registered agent at that address is Thomas E. Sullivan. The principal address is the same.

ARTICLE 5 - DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1) nor more than nine (9).

ARTICLE 6 - INITIAL DIRECTOR

The name and address of the initial directors who shall hold office until their successor or successors are elected and have qualified are:

NAME

ADDRESS

Thomas E. Sullivan

2060 Country Club Blvd.
Deerfield Beach, Florida 33442

ARTICLE 7 - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation, is as follows:

NAME

ADDRESS

Thomas E. Sullivan

2060 Country Club Blvd.
Deerfield Beach, Florida 33442

ARTICLE 8 - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officer or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation.

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or Shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. **PROVIDED,** also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

ARTICLE 9 - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall incur to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE 10 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of Secretary of State, State of Florida.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 - REGISTERED AGENT AND REGISTERED ADDRESS

The initial address of registered agent of this Corporation is Thomas E. Sullivan located at 2060 Country Club Blvd., Deerfield Beach, Florida 33442.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - 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 stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Article of Incorporation be made.

ARTICLE 15 - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the actions shall be a valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, I, Thomas E. Sullivan, the incorporator have executed these Articles of Incorporation this 29th day of May 1996.

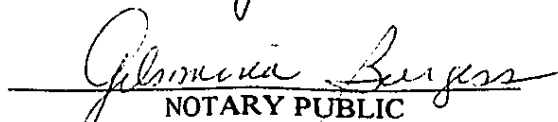

THOMAS E. SULLIVAN

STATE OF FLORIDA

COUNTY OF

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appears THOMAS E. SULLIVAN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 29 day of May 1996


NOTARY PUBLIC

My Commission Expires:



GELSOMINA BURGESS
Comm. No. CC 368503
My Comm. Exp. Apr. 28, 1998
Bonded thru Pichard Ins. Agency

IN PURSUANCE OF CHAPTER 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT;

96 JUN 13 AM 10:16
FIRST that AMERICAN WATT-SAVER INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of Deerfield Beach, County of Broward, and State of Florida, has named THOMAS E. SULLIVAN located at 2060 Country Club Blvd., Deerfield Beach, Florida 33442, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above attitude corporation, at place designated in the 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.

DATED

June 10, '96

BY:

Thomas E. Sullivan
THOMAS E. SULLIVAN