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P 336 417 948  
CERTIFIED

ORLANDO BENJAMIN PEREZ  
14341 S.W. 18th Street  
Miami, Florida 33175  
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June 12, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900001872099  
-06/24/96--01004--0008  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Re: South Florida Energy Conservation, Inc.

Enclosed are the Articles of Incorporation for the above Corporation, together with a check for \$122.50 in payment of the filing fee thereof.

Please return the Certificate of Incorporation in the enclosed self addressed envelope.

Thank you for your attention to this matter.

Sincerely,

  
Orlando Benjamin Perez

Enclosures

FILED  
JUN 21 1996  
TALLAHASSEE, FLORIDA

*SAH*  
*6/21/96*

FILED

96 JUN 21 AM 9 50

CERTIFICATE OF INCORPORATION

OF

SOUTH FLORIDA ENERGY CONSERVATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

SOUTH FLORIDA ENERGY CONSERVATION, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum shares of stock, with one dollar (\$1.00) par value that this corporation is authorized to have outstanding at any time is Five Hundred (500) Shares.

ARTICLE IV

The amount of Capital with which this corporation will begin business will not be less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V

The Capital Stock of this Corporation shall be issued pursuant to a plan under Section 1344, Internal Revenue Code of 1954, as added by the Small Business Tax Provisions of 1958. All of the Stocks and Securities in lieu of cash or at just valuation to be determined by the Board of Directors of this corporation.

#### ARTICLE VI

This Corporation shall have perpetual existence.

#### ARTICLE VII

The principal office of this Corporation shall be 3750 West 16 Avenue, Ste 1420, Hialeah, Florida 33012.

#### ARTICLE VIII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

WILLIAM JOSEPH BALANAG  
President/Director

2954 SW 24th Terrace  
Miami, Florida 33140

ORLANDO BENJAMIN PEREZ  
V.P./Secretary/Director

14341 SW 18th Street  
Miami, Florida 33175

SARA CHRISTIE-PEREZ  
Treasurer/Director

14341 SW 18th Street  
Miami, Florida 33175

#### ARTICLE IX

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

WILLIAM JOSEPH BALANAG DIRECTOR	2954 S.W. 24 Terrace Miami, Florida 33140
ORLANDO BENJAMIN PEREZ DIRECTOR	14341 S.W. 18 Street Miami, Florida 33175
SARA CHRISTIE-PEREZ DIRECTOR	14341 S.W. 18 Street Miami, Florida 33175

#### ARTICLE X

##### Limitations of Corporate Stock:

No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock to be sold. The stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

#### ARTICLE XI

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspecting any account, book or document of this Corporation, except as conferred by Statute, unless authorized by resolution of the Board of Directors. The Corporation, in its By-laws, confers power upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute. Both Stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more offices, within or without the State of Florida, and to

ARTICLE XI (CONT...)

keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

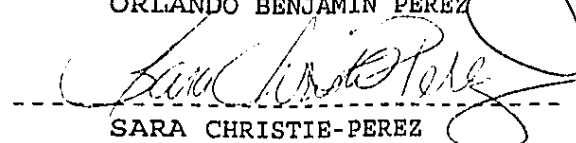
The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or thereafter prescribed by Statute, and all rights conferred upon the Stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the original subscriber to the Capital Stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 12<sup>th</sup> day of June, 1996.

  
WILLIAM JOSEPH BALANAG

  
ORLANDO BENJAMIN PEREZ

  
SARA CHRISTIE-PEREZ

STATE OF FLORIDA       )  
                              )       SS  
COUNTY OF DADE        )

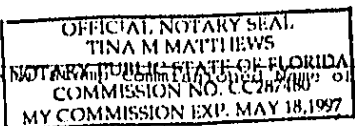
Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared:

William Joseph Balanag,  
Orlando Benjamin Perez, and  
Sara Christie-Perez

who after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida this 12th day of June A.D. 1996.

*Tina M. Matthews*  
Signature of Notary Public - State of Florida

Print, Type  of Notary Public

Personally Known   ✓   OR Produced Identification           

Type of Identification Produced

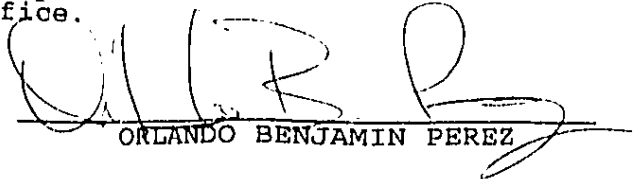
CERTIFICATE DESIGNATING REGISTERED AGENT

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

That SOUTH FLORIDA ENERGY CONSERVATION, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named ORLANDO BENJAMIN PEREZ, located at 14341 S.W. 18 Street, Miami, Florida 33175, County of Dade, as its agent of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
ORLANDO BENJAMIN PEREZ

FILED  
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CLERK

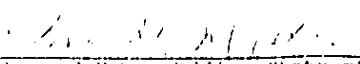
STATE OF FLORIDA       )  
                              )        SS  
COUNTY OF DADE        )

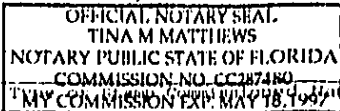
Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared:

Orlando Benjamin Perez

who after being duly sworn by me, depose and say that they signed the above and foregoing Certificate Designating Registered Agent for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida this 12th day of June A.D. 1996.

  
\_\_\_\_\_  
Signature of Notary Public - State of Florida



Print, Type or Stamp Name of Notary Public

Personally Known   /   OR   Produced Identification       

Type of Identification Produced