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FRED J. WARD, P.A.
ATTORNEY AT LAW

FILED

403 TRANSFLORIDA
400 SHENIDAN STREET
DANIA, FLORIDA 33004
TELEPHONE (305) 920-0884
FAX (305) 920-0884
JUN 28 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 25, 1996

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

800001876858
-06/26/96--01122--009
****122.50 ****122.50

Re: Incorporation of ENERGYWISE TECHNOLOGY SERVICES, INC.

Gentlemen:

Enclosed please find two fully executed Articles of Incorporation, together with their Resident Agent Designation forms. I have enclosed my trust account check in the amount of \$122.50, representing the filing fee and for the return of a certified copy and Secretary of State letter. Additionally, please take note that I have enclosed a return prepaid Federal Express Mailing envelope. Please return these Articles to me in this envelope.

Thank you for your prompt attention in regard to this matter.

Kathy
INCORPORATION BY STATE TO
CURRENT *Article III*
DATE *PH*
FJW:kb
enclosures as stated

Yours truly,

Fred J. Ward
FRED J. WARD

Via Federal Express Mailing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ENERGYWISE TECHNOLOGY SERVICES, INC.

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

ENERGYWISE TECHNOLOGY SERVICES, INC.

ARTICLE II

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100,000 Shares of Common Stock
\$1.00 Par Value, Per Share

with no preemptive rights granted to any shareholder.

All of said stock shall be payable in cash, property, real or personal, labor or services, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE III

The initial principal address and street address of this corporation's initial registered office is:

2642-101 Southwest 23rd Terrace
Fort Lauderdale, Florida 33312

Registered Agent for service at this office shall be:

SHERRY L. McCALLUM
2642-101 Southwest 23rd Terrace
Fort Lauderdale, Florida 33312

The principal office of this corporation shall be in Broward County, Florida. The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

ARTICLE IV

The corporation shall have no less than one (1) nor more than three (3) directors. The number of directors may be altered from time to time by the By-Laws, adopted by the Stockholders.

ARTICLE V

The name and post office address of the sole incorporator to these Articles of Incorporation is:

SHERRY L. McCALLUM
2642-101 Southwest 23rd Terrace
Fort Lauderdale, Florida 33312

ARTICLE VI

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation, agreeable to the provisions of the U.S. Internal Revenue Code.

ARTICLE VII

The Articles of Incorporation may be amended in the manner provided in the Florida Statutes, or any successor provision in said Statutes. 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. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the directors and stockholders of the corporation.

THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and has set her hand

and seal this 25 day of June, 1996.


 (SEAL)
SHERRY L. McCALLUM

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, duly authorized in the State of Florida and
County aforesaid, to take acknowledgments, personally appeared

SHERRY L. McCALLUM,

to me known to be the person described as the subscriber in the foregoing Articles
of Incorporation, and she has acknowledged before me that she subscribed to and
executed said Articles of Incorporation, this 25 day of June, 1996.



Notary Public, State of Florida
FRED J. WARD
Notary Commission No. CC202851

My Commission Expires:



OFFICIAL SEAL
FRED J. WARD
My Commission Expires
June 26, 1996
Comm. No. CC 202851

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

SECRETARY OF STATE
FLORIDA

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

First--That **ENERGYWISE TECHNOLOGY SERVICES, INC.**, desiring to
organize under the laws of the State of Florida with its principal office, as indicated
in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward,
State of Florida, has named **SHERRY L. McCALLUM**, located at 2642-101
Southwest 23rd Terrace, Fort Lauderdale, Florida 33312, as its agent to accept
service of process within this state.

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 provision of said Act relative to keeping open
said office.

DATED this 25 day of June, 1996.

By: 
SHERRY L. McCALLUM, Resident Agent