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July 30, 1996

VIA UPS OVERNIGHT DELIVERY

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

Re: Articles of Incorporation for Energy Conservation Allies,  
Florida, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check for the filing fee in the amount of \$122.50. Please return to us a certified copy in the self-addressed envelope also enclosed.

Thank you for your assistance with this matter. If you have any questions, or should you require anything further, please contact our office.

Very truly yours,

*Allison Elya*  
Allison Elya  
Legal Assistant

900001909789  
-07/31/96-01065-019  
\*\*\*\*122.50\*\*\*\*122.50

/ame  
Enclosures

cc: Alan C. Kauffman

FILED  
96 JUL 31 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
ENERGY CONSERVATION ALLIES, FLORIDA, INC.**

FILED  
96 JUL 31 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE ONE  
NAME AND ADDRESS**

The name of the corporation shall be:

**ENERGY CONSERVATION ALLIES, FLORIDA, INC.**

The mailing address of this corporation shall be 4411 Bee Ridge Road, Suite 344, Sarasota, FL 34233.

**ARTICLE TWO  
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE THREE  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.10 per share.

**ARTICLE FOUR**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be 5355 Town Center Road, Suite 301, Boca Raton, FL 33486 and the name of the initial registered agent of the Corporation at that address is Alan C. Kauffman, Esquire.

**ARTICLE FIVE**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE SIX**  
**SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

**ARTICLE SEVEN**  
**INCORPORATOR**

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

ALAN C. KAUFFMAN

5355 Town Center Road  
Suite 301  
Boca Raton, FL 33486

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 30th day of July, 1996.

  
\_\_\_\_\_  
ALAN C. TAUFFMAN  
Incorporator

STATE OF FLORIDA                    )  
COUNTY OF PALM BEACH            ) SS.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, ALAN C. KAUFFMAN, personally appeared personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of ENERGY CONSERVATION ALLIES, FLORIDA, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 30th day of July, 1996.

Allison M. Elya  
Notary Public/State of Florida

My Commission Expires:



ALLISON MELYA  
My Commission CCB19561  
Expires Dec. 18, 1999

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

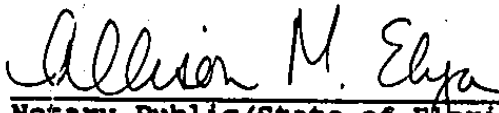
Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the obligations of the position of Registered Agent under Section 607.0506, Florida Statutes.

  
\_\_\_\_\_  
ALAN C. KAUFFMAN

STATE OF FLORIDA            )  
                                      ) SS.  
COUNTY OF PALM BEACH    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared ALAN C. KAUFFMAN, personally known to me and known by me to be the person who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 30<sup>th</sup> day of July, 1996.

  
\_\_\_\_\_  
Notary Public/State of Florida

My Commission Expires:



ALLISON M ELYA  
My Commission CQ519581  
Expires Dec. 18, 1999

ASSIGNMENT BY THE SOLE INCORPORATOR  
TO THE ARTICLES OF INCORPORATION OF  
ENERGY CONSERVATION ALLIES, FLORIDA, INC.

ALAN C. KAUFFMAN, as sole incorporator, for value received  
hereby assigns any and all rights he may have as such incorporator  
to:

NORMAN M. CARTER

EFFECTIVE this 30<sup>th</sup> day of July, 1996.

ALAN C. KAUFFMAN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

30<sup>th</sup> The foregoing instrument was acknowledged before me this  
day of July, 1996, by ALAN C. KAUFFMAN.

Allison M. Elya  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires: \_\_\_\_\_



ALLISON M. ELYA  
My Commission CC519561  
Expires Dec 10, 1999

FILED  
96 JUL 31 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA