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ATTORNEYS AT LAW

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OF COUNSEL:  
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GERALD DAMSKY, P.A.  
JERALD GOLDBEIN

Also Admitted in:  
PENNSYLVANIA  
GEORGIA

FLORIDA BAR BOARD CERTIFIED:  
REAL ESTATE LAWYER

96 AUG 16 AM 9:57 THE PLAZA, SUITE 301  
6366 TOWN CENTER ROAD  
DOCA RATON, FLORIDA 33486  
SECRETARY OF STATE (407) 394-7000  
TALLAHASSEE, FLORIDA FAX: (407) 394-0891

August 15, 1996

**VIA OVERNIGHT DELIVERY - UPS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

500001924475  
-08/16/96--01065--019  
\*\*\*+122.50 \*\*\*+122.50

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

Gentlemen:

Please find enclosed the original and one (1) copy of the subject Articles of Incorporation for the above referenced corporation. Upon filing, please return a certified copy of the Articles to the undersigned.

A check in the amount of \$122.50 is enclosed in payment of the following fees:

|  |              |
|--|--------------|
| Filing Fees                              | \$35.00      |
| Registered Agent Fee                     | 35.00        |
| Certified Copy/Articles of Incorporation | <u>52.50</u> |
|  | \$122.50     |

You prompt attention to this matter will be greatly appreciated.

Very truly yours,

Robert M. Schwartz

RMS:ame  
Enclosures

cc: Norman M. Canter

**FILED**

96 AUG 16 AM 9:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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 MANAGEMENT, FLORIDA, INC.**

The mailing address of this corporation shall be 3136 Virginia Street, Miami, FL 3133.

**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 Ten Thousand (10,000) shares of common stock having a par value of \$1.00 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.

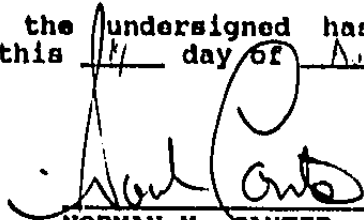
**ARTICLE SEVEN**  
**INCORPORATOR**

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

NORMAN M. CANTER

3100 Boardwalk  
Atlantic City, NJ 08401

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 14 day of August, 1996.

  
\_\_\_\_\_  
NORMAN M. CANTER  
Incorporator

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, **NORMAN M. CANTER**, 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 MANAGEMENT, FLORIDA, INC.**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 14<sup>th</sup> day of August, 1996.

OFFICIAL NOTARY SEAL  
ROBERT M SCHWARTZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC323912  
MY COMMISSION EXP. NOV. 26, 1997

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

My Commission Expires:

