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August 14, 1996

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

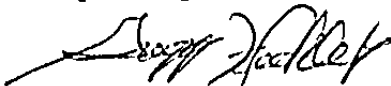
Re: POWER UTILITY ASSOCIATES, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED _____ (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,



Gregg G. Heckley, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
POWER UTILITY ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporation name is **POWER UTILITY ASSOCIATES, INC.**

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares of which the Corporation has authority to issue is 10,000, all of which shall be common shares with a par value of one dollar (\$1.00) per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 3734 131st Avenue North, Clearwater, Florida 34622, and the initial Registered Agent at such address is **WAYNE PICKETT**.

ARTICLE SEVEN

DIRECTORS

7.01. The initial Board of Directors of the Corporation shall consist of five (5) directors.

7.02. The name and address of the first Board of Directors are:

NAME	ADDRESS
CHARLES O'NEILL	719 Pearl Circle Brandon, Florida 34622
DEWEY METTS	18320 Nettles Road Lutz, Florida 33459
WAYNE PICKETT	435 Summit Chase Drive Valrico, Florida 33594
RUSSELL BUSER	4416 N.W. 73rd Avenue Coral Springs, FL 33065
PAUL MCFATHER	1200 N.W. 20th Avenue Delray Beach, FL 33445

ARTICLE EIGHT

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is 3734 131st Avenue North, Clearwater, Florida 34622.

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is:

NAME	ADDRESS
WAYNE PICKETT	435 Summit Chase Drive Valrico, Florida 34594

IN WITNESS WHEREOF, I have subscribed my name on this 14th day of August, 1986.

Wayne Pickett
WAYNE PICKETT,
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 14th day of August, 1986, before me a notary public authorized in the State and County above named to take acknowledgments, personally appeared **WAYNE PICKETT**, personally known to me to be the person described in or who produced a driver's license as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation and he did not take an oath.

Gregg G. Heckley
Notary Public

My Commission Expires:



OFFICIAL SEAL
GREGG G. HECKLEY
My Commission Expires
Nov. 21, 1996
Comm. No. CC 240266

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

3734 131st Avenue North
Clearwater, Florida 34622

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Wayne Pickett
WAYNE PICKETT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA