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August 7, 1996

SECRET
FILED
DIVISION OF CORPORATIONS
96 AUG 28 AM 11:57

Secretary of State
Corporate Division
P O Box 6327
Tallahassee, FL 32314

1000001534211
-NR/24746-501076-1002
***122.50 ***122.50

RE: Chestnut Electric, Inc.

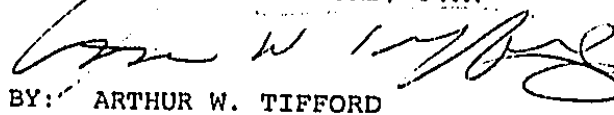
Ladies and Gentlemen:

Enclosed herewith is an original and one copy of Articles of Incorporation and Resident Agent Certificate for the above named corporation together with a check in the sum of \$122.50 representing the filing fee. After the corporation has been filed would you please forward the undersigned a certified copy of the Articles.

Thank you for your anticipated courtesy and cooperation.

Very truly yours,

ARTHUR W. TIFFORD, P.A.



BY: ARTHUR W. TIFFORD

AWT/jm
Enclosure

D. BROWN AUG 30 1996

**ARTICLES OF INCORPORATION
OF
CHESTNUT ELECTRIC CO.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 28 AM 11:57

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

CHESTNUT ELECTRIC CO.

ARTICLE II

The corporation is organized for the following purposes:

(a) To conduct the business of sales, installations and services of electrical parts, equipment, materials, and systems, and all matters relating to the trade, labor and services as an electrician/electrical work and to enter into contracts and arrangements of all kinds relative thereto; to carry on and undertake any business undertaking, transaction or operation commonly carried on in connection with the above-described business, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights; to own, hold, buy, control, work develop, sell, convey, lease, pledge, maintain, mortgage, exchange, cultivate, subdivide, improve and otherwise deal in and dispose of restaurant goods, wares, merchandise and property of any and every class and description; to borrow and lend money, to own stock in any other corporation; to evidence and secure its indebtedness and to do and perform any and all other acts which may be desirable for carrying out the interests, intents and purposes of this Company.

(b) To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, products and commodities of every sort, kind or description; to open stores, offices or agencies throughout the United States or elsewhere; to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any persons or companies; to enter into partnership or into any arrangements for sharing profits, union interests, reciprocal concessions, or cooperate with any persons or companies; to transact any

AM

and all business lawful under the laws of the State of Florida or of the United States of America.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of stock at \$1.00 par value each, no pre-emptive rights, non-assessable. Such shares are to consist of one class only, are non-cumulative and voting.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

A. Corporation's principal office.

The principal office of this corporation shall be 9362 SW 35 Street, Miami, FL 33165.

B. Corporation's registered office

The street address of the initial registered office of this corporation shall be 1385 NW 15 Street, Miami, FL 33125 and the name of the initial registered agent of this corporation at that address is Arthur W. Tifford, Esq.. The corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VI

The Board of Directors of this corporation shall consist of not less than one (1) members(s) nor more than three (3) initially. The number may be increased or diminished from time to time but shall never be less than one (1).

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors and Officers who shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:



OFFICE	NAME	ADDRESS
President Director	Roger S. Wheeler	c/o Law Offices of Arthur W. Tifford PA 1385 NW 15 Street Miami, FL 33125
Vice- President Secretary/ Treasurer	Edith L. Wheeler	c/o Law Offices of Arthur W. Tifford PA 1385 NW 15 Street Miami, FL 33125

ARTICLE VIII

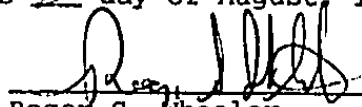
The names and post office addresses of the subscribers to these Articles of Incorporation, and the number of shares of stock each agrees to take are:

NAME	ADDRESS	NUMBER OF SHARES
Roger S. Wheeler	c/o Law Offices of Arthur W. Tifford PA 1385 NW 15 Street Miami, FL 33125	500

ARTICLE IX

The management and control of the business of the corporation shall be conducted under the direction of the Board of Directors by the following officers who shall be elected by the Board of Directors, to-wit: a president, one or more vice-presidents, a treasurer and a secretary, and/or one or more assistant secretaries, provided that any one or more of said offices may be held by the secretary or assistant secretary of the corporation.

IN WITNESS WHEREOF, the subscribers have hereunto set her hand and seal this 1st day of August, 1996.



Roger S. Wheeler

STATE OF FLORIDA)
)ss:
COUNTY OF Dade)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared Roger S. Wheeler who is personally known to me

to be the subscriber or ~~who-presented~~ ^{Arthur}

_____ and who executed the foregoing Articles of Incorporation, and he acknowledged before me under penalties of perjury that he subscribed to these Articles of Incorporation of her own free will and for the purposes therein expressed.

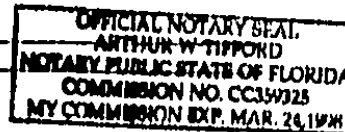
WITNESS my hand and official seal at Miami, Florida this 1st day of August, 1996.

My commission expires:

Arthur W. Tifford
Notary Public
State of Florida at Large
Printed

Name _____

Comm No. _____



RESIDENT AGENT CERTIFICATE

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

FILED
SECRETARY OF STATE
DIVISION OF
65 AUG 28 PM 11:51

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT: CHESTNUT ELECTRIC CO.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN CITY OF
MIAMI, STATE OF FLORIDA.

HAS NAMED: ARTHUR W. TIFFORD, P.A.

LOCATED AT: 1385 NW 15 Street

CITY OF: MIAMI STATE OF FLORIDA 33125

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.

CHESTNUT ELECTRIC CO.
a Florida corporation

SIGNATURE: _____

Robert S. Wheeler
Print Name

TITLE: President

DATE: August 6, 1996

ACCEPTANCE OF RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

ARTHUR W. TIFFORD, P.A.

Arthur W. Tifford
ARTHUR W. TIFFORD, ESQ.
Resident Agent

Date: 8/6/96