CAPITAL CONNECTION, INC: Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Address Per Office Proc 1010 (P. H.) FI 32302

Capital Express*

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

96 NOV FILED TALLAHASSEE, FLORIDA

W. D. Cook Inc.

The undersigned, acting as incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of incorporation for such corporation:

- 1. Name. The name of the corporation is W. D. Cook Inc.
- 2. <u>Principal Office/Mailing Address.</u> The street address of the initial principal office is 1501 Decker Ave. Suite 52!,
 Stuart Florida 34994
- 3. Shares. The number of shares the corporation is authorized to issue is 10,000 shares.
- 4. Initial Registered Office and Agent. The name and street address of the initial registered agent and office of this corporation is:

Wayne Cook 1501 Decker Ave, Suite 521 Stuart FL 34994

5 .Incorporator. The name and address of each Incorporator is:

Richard C. Losch 9415158th Road South Delray Beach, FL 33446

6. Directors. The names and addresses of the initial directors are:

Wayne D. Cook 1501 Decker Avenue, Suite 521 Stuart FL 34994

Jeffery Wayne Cook 1501 Decker Avenue, Suite 521 Stuart FL 34994

- 7. Purpose. The purpose of this corporation is to engage Electrical Contracting, any activity related to that business, or any business deemed legal in the State of Florida.
- **8. Powers.** The powers of the corporation and its Board of Directors are as follows: To engage in any lawful business and to act as Trustee for any domestic or foreign Trust.
- 9. Par value. There is no par value for the sharess of this Company.
- 10. Personal liability. The shareholders of the corporation shall have no personal liability for the debts of the corporation.
- 11. Effective Date. The effective date of these Articles of Incorporation is October 28,1996.
- 12. Non-resident Directors. Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-laws so require.
- 13. Directors' Authority to Fix Compensation. Directors shall have authority to fix the compensation.
- 14. Director Quorum and Voting. Only Eighty percent (80%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of Fifty percent (50%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote fifty percent (50%) of the directors present and voting, shall be the act of the Board of Directors.
- 15. Meetings by Conference Telephone. Members of the Board of Directors may participate in [special] [annual] meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.
- 16. Indemnification. The corporation may be empowered to indemnify any officer or

director, or any former officer or director in the manner set out and provided for in the by-laws of this corporation

- **17. Amendment of Articles.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a Eighty percent (80%) vote.
- 18. Shareholder Quorum and Voting. Only fifty percent (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty percent (50%)of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.
- 19. Information Action of Directors and Shareholders. If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as thought had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF. the undersigned Incorporator has executed these Articles of Incorporation this 28thday of October, 1996.

W.M.

Having been named as registered agent for the above-stated corporation, 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.

Pogisteren Agent

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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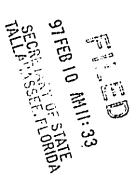
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THANK YOU from Your Capital Connection

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

W. D. COOK INC.



Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted to Article One as follows, The Name of the Corporation shall be W. D. Cook Electrical Service Inc.

SECOND: All new shares shall be issued with the Name W. D. Cook Electrical Service Inc. New certificates will be issued at request of existing shareholders

THIRD: The date This Amendments Adoption was January 15, 1996.

FOURTH: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this day 2/5 of February, 1997.

W. D. Cook Electrical Service Inc.

Vayne D. Cook President Chairman of the Board