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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 151768 11621A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 12, 1996

ORDER TIME : 10:33 AM

ORDER NO. : 151768-005

CUSTOMER NO: 11621A

CUSTOMER: Jerome A. Bauman, Esq
JEROME A. BAUMAN, ESQ

Suite E-103
7820 Peters Road
Plantation, FL 33324

FILED
95 NOV 12 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FL 32304

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-11/12/96--01020--008
****122.50 ****122.50

DOMESTIC FILING

NAME: JOHN H. BROWN ENERGY
CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

11-13.96
Kr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JOHN H. BROWN ENERGY CONSULTANTS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

JOHN H. BROWN ENERGY CONSULTANTS, INC.

ARTICLE II

This corporation shall engage in the operation of acting as consultant in regard to energy needs and methods to improve energy efficiency in the construction or renovation of improvements to real property; and shall do any and all things in connection with the establishment of said corporation, and may engage in any activity or business permitted under the laws of the State of Florida, including entering into contracts of co-partnership or general partnership and acting as surety for the accomodation of third parties.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

7,500 Shares of Common Stock - Par Value \$1.00

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid. All of such shares are to consist of one class only.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

ARTICLE V

This corporation shall commence its existence on filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

The initial address of this corporation shall be 77 South Birch Road, #8-A, Ft. Lauderdale, Florida 33316, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VII

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the corporation be managed by the stockholders. The initial number of directors shall be one.

ARTICLE VIII

The name and street address of the first Director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

JOHN H. BROWN
77 South Birch Road - #8-A
Ft. Lauderdale, FL 33316

ARTICLE IX

The name and post office address of the Subscriber, and the number of shares of stock he agrees to take is:

JOHN H. BROWN
77 South Birch Road - #8-A
Ft. Lauderdale, FL 33316
*****500 shares*****

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officers of such other corporation, or not so interested.

ARTICLE XI

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

ARTICLE XII

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII

This corporation shall adopt by-laws by a majority vote of the shares as voted by the shareholders.

Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting of such board or committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

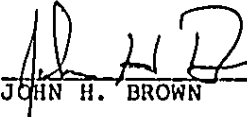
The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including, but not limited to, provisions for cumulative voting for directors, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitations may be incorporated in the corporation's by-laws, or placed in the corporate minutes after authorization by a majority vote of the shares.

The corporation, as designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meetings and/or shareholders' meetings outside the State of Florida, and to keep its books (subject to statutory provisions) outside the State of Florida.

ARTICLE XIV

The initial registered office of the corporation shall be 77 South Birch Road, #8-A, Ft. Lauderdale, Florida 33316; the initial registered agent of the corporation whose business office is at such address is JOHN H. BROWN.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 8th day of November, 1996.

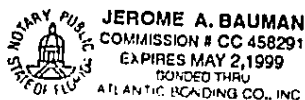

JOHN H. BROWN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JOHN H. BROWN, to me known to be the person described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

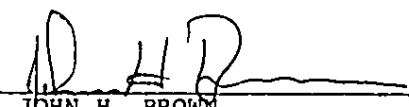
WITNESS my hand and official seal in the County and State named above this 8th day of November, 1996.




Notary Public, State of Florida
at Large

My Commission Expires:

Having been named to accept service of process for the above stated 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.

Signature: 
JOHN H. BROWN

Date: November 8th, 1996.