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BENSON, MOYLE & CHAMBERS

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NATIONSBANK TOWER

ONE FINANCIAL PLAZA, SUITE 1600

FORT LAUDERDALE, FLORIDA 33394-1697

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December 6, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Energy Saving Associates, Inc.
Our File No. 96-394

800002023518--2
-12/09/96--01035--007
*****70.00 *****70.00

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

Energy Saving Associates, Inc.

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Mark Loterstein
For Allan F. Meyer
For the Firm

AFM/laj
Enclosures

(Original + One Copy of Articles of Incorporation)
(Check #1176 for \$70.00)
(Self Addressed Stamped Envelope)

K:96-394/1204SOS.LTR

FILED
96 DEC -9 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 12/11

**ARTICLES OF INCORPORATION
OF
ENERGY SAVING ASSOCIATES, INC.**

FILED
96 DEC -9 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a neutral person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is Energy Saving Associates, Inc. and the street address of the principal office of the Corporation is 2300 West Sample Road, Suite 304, Pompano Beach, Florida 33073.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The corporation is organized to engage in any activity or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV

The corporation shall have the authority to issue a maximum of one thousand (1,000) shares, all of which shall be common shares of Capital Stock, with a par value of \$1.00 per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The actual consideration to be paid for each share shall be determined by the shareholders of the corporation.

ARTICLE V

The address of its initial registered office is One Financial Plaza, NationsBank Tower, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Allan F. Meyer, Esquire.

ARTICLE VI

The initial Board of Directors shall consist of four (4) members. The names and address of the persons who will serve on the initial Board of Directors are:

Philip Andreola	1385 N.W. 126th Way Sunrise, Florida 33323
Jerry Hart	5910 S.W. 58th Court Davie, Florida 33314
Salvatore Moretti	850 N.W. 86th Avenue Plantation, Florida 32324
Richard Risner Pou	2300 W. Sample Road Suite 304 Pompano Beach, Florida 33073

ARTICLE VII

The name and address of the incorporator is:

Allan F. Meyer, Esq.	NationsBank Tower One Financial Plaza Suite 1600 Ft. Lauderdale, Fl. 33394
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ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting, with not less than a three-quarter vote of the holders of the shares.

ARTICLE IX

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in the Board of Directors.

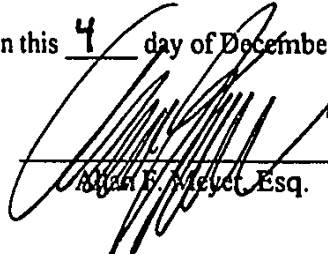
ARTICLE X

The Corporation elects to have preemptive rights.

ARTICLE XI

The Corporation shall indemnify its officers to the fullest extent permitted by law.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on this 4 day of December, 1996.



Allan F. Meyer, Esq.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Allan F. Meyer, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 4 day of December, 1996.



Notary Public, State of Florida

Printed Name: _____

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
96 DEC -9 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Allan F. Meyer, Esq. who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statutes (1993) relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

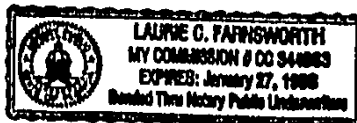

Allan F. Meyer, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 4th day of December, 1996.


Notary Public, State of Florida

Printed Name: _____

My Commission Expires:



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