

P96000101 748

1201 HAYS STREET
TALLAHASSEE, FL 32301-2600
800-322-8588
904-223-3931

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 17 PM 3:44



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 178944 90463A

AUTHORIZATION

Patricia Pijet

COST LIMIT : \$ 122.50

*effective
1-2-97*

ORDER DATE : December 6, 1996

ORDER TIME : 12:38 PM

ORDER NO. : 178944-005

CUSTOMER NO: 90463A

500002022865--1

CUSTOMER: Edward Weber, Esq
J. EDWARD WEBER, ESQ

W96-25737

272 West Miami Avenue
The Pattison Building
Venice, FL 34285

DOMESTIC FILING

NAME: INNOVATIVE ELECTRICAL TESTING
COMPANY, 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: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 DEC -6 PM 2:21
DIVISION OF CORPORATIONS

12/18/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: INNOVATIVE ELECTRICAL TESTING COMPANY, INC.
Ref. Number: W96000025737

We have received your document for INNOVATIVE ELECTRICAL TESTING COMPANY, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 596A00054948

RESUBMIT

Please give original
submission date as file date.

RECEIVED
96 DEC 17 PM 1:50
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 17 PM 3:46
effective
1-2-97

**ARTICLES OF INCORPORATION
OF
INNOVATIVE ELECTRICAL TESTING COMPANY, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be INNOVATIVE ELECTRICAL TESTING COMPANY, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act. Without limitation of the generality of the foregoing, the corporation's principal business is anticipated to be specialized testing of low, medium and high voltage electrical switch gear and the sale and repair of the same.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares

voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors: Randall J. Leisch and Diane C. Leisch, both residing at 1782 Dagon Road, Venice, Florida 34293.

ARTICLE IX

The initial registered agent of the corporation is Randall J. Leisch. The street address of the corporation's initial registered office is 1782 Dagon Road, Venice, Florida 34293.

ARTICLE X

The principal place of business and mailing address of this corporation shall be: 1782 Dagon Road, Venice, Florida 34293.

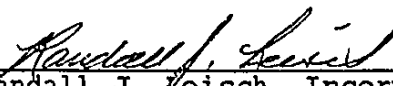
ARTICLE XI

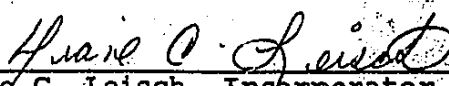
The names and addresses of the incorporators of this corporation appear below.

ARTICLE XII

This corporation shall begin existence on January 2, 1997, and shall exist until such time as it is dissolved as provided by law.

IN WITNESS WHEREOF these Articles of Incorporation have been
executed this 4th day of December, 1996.


Randall J. Leisch, Incorporator
1782 Dagon Road
Venice, Florida 34293

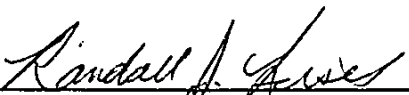

Diane C. Leisch, Incorporator
1782 Dagon Road
Venice, Florida 34293

c:\clients\IV03-001.INC.

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
INNOVATIVE ELECTRICAL TESTING COMPANY, INC.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: December 4, 1996


Randall J. Leisch, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 17 PM 3:44