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FLORIDA LAW CENTER, INC.

INDEPENDENT PARALEGAL SERVICE
SERVING DADE, BROWARD AND PALM BEACH COUNTIES

January 31, 1997

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

FILED
97 FEB -5 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00000207896U--8
-02/05/97--01087--010
*****70.00 *****70.00

Re: STATE ENERGY AUDITORS, INC.

Enclosed please find the original and one copy of the Articles of Incorporation, as referred above, together with a check for \$70.00.

This represents the cost of the Filing Fees, Articles of Incorporation and fee for registered Agent Designation.

Please stamp the extra copy and return at your earliest convenience to our mailing address below.

Sincerely,


SALVATORE DAVIDE

Name OK.
per Sharon

Enclosure

2-6-97

ARTICLES OF INCORPORATION
of

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97 FEB -5 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE ENERGY AUDITORS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation: STATE ENERGY AUDITORS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED (500) shares of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

HOWARD GOLDING
1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation are as follows:

HOWARD GOLDING
1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

EDWARD KESSLER
1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

ARTICLE VII - OFFICERS

The following individual shall hold office for the Corporation as designated below:

PRESIDENT DIRECTOR

HOWARD GOLDING
1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

VICE PRESIDENT DIRECTOR

EDWARD KESSLER
1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:


HOWARD GOLDING
1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is as follows:

1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 31 day of JANUARY, 1997.


HOWARD GOLDING
1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in
the State and County set forth above, personally appeared:

HOWARD GOLDING

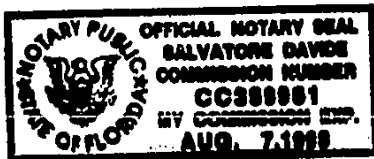
known to me and has provided the following identification

FLORIDA DRIVERS LICENSE G-435-333-42-202-0
(type of identification)

and known to me to be the person who executed the foregoing Articles of
Incorporation, and who acknowledged before me that he executed these
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the
State and County aforesaid, this 31 day of JANUARY, 1997.

My Commission expires:




(Notary Public)

SALVATORE G. DAVIDE

(Printed Name of Notary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
of
STATE ENERGY AUDITORS, INC.

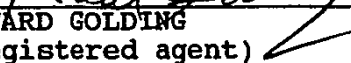
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

named HOWARD GOLDING located at the aforesaid address, as Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



HOWARD GOLDING
(registered agent)
STATE ENERGY AUDITORS, INC.

The name and address of the Initial Registered Agent of this Corporation is:

HOWARD GOLDING
1876 NORTH UNIVERSITY DRIVE
SUITE 201-0
PLANTATION, FLORIDA 33322

JANUARY 31, 1997