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February 25, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Charles A. Wentzell Enterprises, Inc.

Dear Sir:

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-03/04/97--01016--010
****122.50 ****122.50

Enclosed for filing please find original and one copy of Articles of Incorporation regarding Charles A. Wentzell Enterprises, Inc. Also enclosed is our firm's check in the amount of \$122.50 for your filing fee. Please return the certified copy of the corporate documents to this office at the address listed above.

Thank you for your attention to this matter.

Yours very truly,

C. David Tangora

CDT/rm
Enc: as noted

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**ARTICLES OF INCORPORATION
OF
CHARLES A. WENTZELL ENTERPRISES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be CHARLES A. WENTZELL ENTERPRISES, INC. and the corporation's principal address shall be 7700 N.W. 36th Street, Davie, Florida 33024.

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The purposes for which the corporation is organized are to engage in all phases of the business of electrical contracting and construction, and all phases of the business of mechanical and air conditioning contracting and construction, and the general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation shall have the authority to issue 1,000 shares, all of one class of capital stock, with a par value of \$1.00 par share.

**ARTICLE V
REGISTERED AGENT AND INITIAL OFFICE**

The address of the corporation's initial registered office is 7700 N.W. 36th Street, Davie, Florida 33024, and the name of the initial registered agent at said address is Charles A. Wentzell.

PREPARED BY:

C. DAVID TANGORA, ESQ.
C. DAVID TANGORA, P.A.
200 S.E. 18th Court, Ft. Lauderdale, FL 33316
(954) 779-1005
Florida Bar No: 522104

ARTICLE VI
BOARD OF DIRECTORS AND INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one. The number of directors constituting its initial Board of Directors is one, whose name and address is:

Charles A. Wentzell

7700 N.W. 36th Street
Davie, FL 33024

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Charles A. Wentzell, 7700 N.W. 36th Street, Davie, Florida 33024.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE IX
PREEMPTIVE RIGHTS

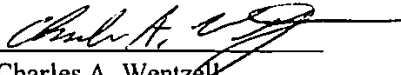
The holders of the common stock of this corporation shall have the preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to the stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE X
EFFECTIVE DATE

Pursuant to Florida Statute Section 607.0203(1) (1995), the effective date of the

commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth, and hereunto sets his hand and seal this 26 day of February, 1997.


Charles A. Wentzell
Incorporator

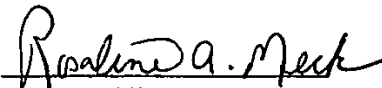
STATE OF FLORIDA

SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements and administer oaths, personally appeared Charles A. Wentzell, party to the foregoing Articles of Incorporation, known to be personally to be such, and having further provided proof of identification by Florida Driver's License No. W 532-141-68-470, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 26th day of February, 1997.


Notary Public

My Commission Expires:



ROSALINE A MECK
My Commission CO440207
Expires Mar. 10, 1999
Bonded by HAI
800-422-1866

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes (1995), the following is submitted, in compliance with said Act:

First - that CHARLES A. WENTZELL ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named Charles A. Wentzell, located at 7700 N.W. 36th Street, Davie, Florida 33024, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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



**Charles A. Wentzell
Registered Agent**

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FLORIDA