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ACCOUNT NO. : 072100000032

REFERENCE : 317502 164490A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : April 3, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 317502-005

CUSTOMER NO: 164490A

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CUSTOMER: Jerald R. Pitkin, Esq
JERALD R. PITKIN, P.A.

215 Airport Road South
Naples, FL 34104

DOMESTIC FILING

NAME: RTR ELECTRIC, 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: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 APR 13 PM 1:21
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 APR -3 PM 12:08
DIVISION OF CORPORATION

84 APR - 3 1997

**ARTICLES OF INCORPORATION
OF
RTR ELECTRIC, INC.**

FILED

97 APR -3 PM 1:21

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

**ARTICLE I
NAME**

The name of the corporation shall be:

RTR ELECTRIC, INC.

The principal place of business and mailing address of this corporation shall be:

3884 Progress Avenue
Naples, Florida 34104

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares of common stock at \$1.00 par value.

**ARTICLE IV
REGISTERED AGENT**

Initial registered office of the corporation shall be:

215 Airport Road South
Naples, FL 34104

and the name of the initial registered agent shall be:

Jerald R. Pitkin, Esq.

**ARTICLE V
EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE VII
SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VIII
ELECTION OF SUBCHAPTER S**

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

**ARTICLE IX
OFFICERS AND DIRECTORS**

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

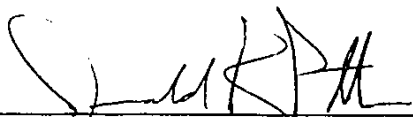
**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Jerald R. Pitkin
Law Office of Jerald R. Pitkin, P.A.
215 Airport Road South
Naples, Florida 34104

It is the intent of the officers of R&R Electric, Inc., a Florida corporation to reorganize the operations of said corporation and form a new corporation under the name of RTR Electric, Inc., a Florida corporation, to conduct the affairs of the existing commercial division. This reorganization shall be treated as a reorganization under Section 368(a)(1)(D) of the Internal Revenue code.

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 1st day of April, 1997.



Jerald R. Pitkin
Incorporator


STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this _____ day of _____, 1997, by JERALD R. PITKIN, (____) who is personally known to me or (____) who has produced _____ as identification.

Signature, Notary Public
Print Name: _____
My Commission Expires: _____

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR
RTR ELECTRIC, INC.**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Jerald R. Pitkin

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97 APR -3 PM 1:21
SECRET
TALLAHASSEE, FLORIDA