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ADAMS BOOKKEEPING SERVICES, INC
421 SO. FEDERAL HWY.
DANIA, FL. 33004

VOICE 305-925-056
FAX/VOICE 305-925-525

FILED
97 APR -7 AM 9:17
TALLAHASSEE, FLORIDA

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-04/08/97--01004--002
****122.50 ****122.50

APRIL 3, 1997

DEAR SIR,

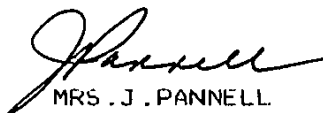
ENCLOSED PLEASE FIND OUR CHECK NUMBER 6966 IN THE
AMOUNT OF \$122.50 FOR THE INCORPORATION OF
ALL-PRO ELECTRICAL SERVICES, INC.

IF THIS NAME IS NOT AVAILABLE I AM SENDING TWO ALTERNATES:

LEADING EDGE ELECTRICAL SERVICES, INC
OR
ACCURATE ELECTRICAL SERVICES, INC.

PLEASE RETURN ALL PAPERS TO ME

THANKING YOU IN ADVANCE.


MRS. J. PANNELL

PRESIDENT

F. OBERGGER

APR 9 1997

ARTICLES OF INCORPORATION
OF
ALL-PRO ELECTRICAL SERVICES, INC.

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:

ALL-PRO ELECTRICAL SERVICES, INC.

The principle place of business of this corporation shall be:

4631 NW 31st Ave. # 295
Ft. Lauderdale, Florida 33309

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 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:
4631 NW 31st Ave #295
Ft. Lauderdale, Fl. 33309

The name of the initial registered agent of the corporation at that address is:
RAYMOND HUMMEL JR.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officer and two director, initially. The name and street addresses of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successor is elected or appointed are:


Raymond Hummel Jr.--3212 S.Lancewood Pl.--Delray, Fl. 33445

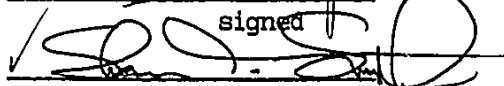
Shawn T. Smyth-- 5000 SW 91st Terr.--Cooper City, Fl. 33328

ARTICLE VII. AMENDMENT

These article of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 3rd day of April, 1997.



signed


signed

signed

STATE OF FLORIDA
COUNTY OF BROWARD

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

Shawn T. Smyth and
Raymond Hummel Jr.

to me known to be the persons described as subscribers in and who executed the foregoing articles of incorporation, and they acknowledged before me that they subscribed to those articles of incorporation. Witness my hand and official seal this 3rd day of April, 1997.



JACKIE PANNELL
COMMISSION # CC 490300
EXPIRES OCT 04, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC

ARTICLE VIII

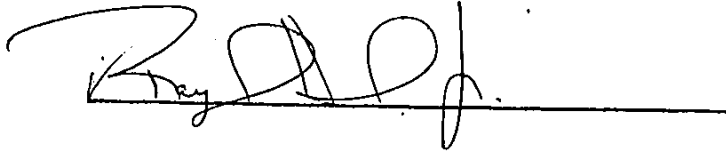
INCORPORATOR

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

Raymond Hummel Jr.
4631 NW 31st Ave.
Ft. Lauderdale, Fl. 33309

IN WITNESS WHEREOF, I have hereunto subscribed

my hand and seal this 3rd day of April 1997



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48,091, Florida Statutes, the following is submitted:

First: --That ALL-PRO ELECTRICAL SERVICES, INC.

Name of Corporation

desiring to organize or qualify under the laws of the state of Florida, with its principle place of business at city of Ft.Lauderdale

State of Florida, has named Raymond Hummel Jr.

located at 4631 NW 31st Ave City of Ft.Lauderdale

State of Florida, as its agent to accept service of process within Florida.



(Corporate Officer)

PRESIDENT

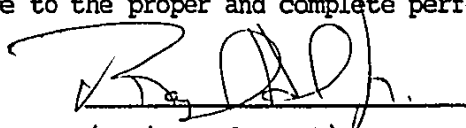
(Title)

April 3, 1997

(Date)

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. 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.



(Registered Agent)

April 3, 1997

(Date)