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ROLAND D. WALLER  
*Board Certified Real Estate Lawyer*  
THOMAS W. MITCHELL, JR.

April 16, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee FL 34314

RE: WORLD ELECTRIC, INC.  
FILE NO. M12789.01

100002146781--5  
-04/17/97--01098--001  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above referenced corporation. In addition, a check for \$122.50 is enclosed representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,

*Thomas W. Mitchell, Jr.*  
THOMAS W. MITCHELL, JR.

TWMJr/pm  
Enclosures

*MBau*

*4/18/97*  
*JB*

FILED  
97 APR 17 AM 9 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WORLD ELECTRIC, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WORLD ELECTRIC, INC.

The address of the principal office of this corporation shall be 5332 Main Street, New Port Richey, FL 34652, and the mailing address of the corporation shall be the same.

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 10 million shares of common stock having no par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5332 Main Street, New Port Richey, FL 34652, and the name of the initial registered agent of the corporation at that address is DAVID A. VOIT.

FILED  
APR 17 AM 9 06  
CLERK OF DISTRICT COURT  
HALLANDALE BEACH, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of DAVID A. VOIT, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in this Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

DAVID A. VOIT  
5332 Main Street  
New Port Richey, Florida 34652

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed

are: DAVID A. VOIT  
5332 Main Street  
New Port Richey, Florida 34652

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

**ARTICLE X. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation: DAVID A. VOIT, 5332 Main Street, New Port Richey, FL 34652, Florida 34652.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
DAVID A. VOIT

FILED  
APR 17 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

DAVID A. VOIT, having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the foregoing Articles, I hereby accept such appointment and acknowledged that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

  
\_\_\_\_\_  
DAVID A. VOIT

THIS INSTRUMENT PREPARED BY:  
THOMAS W. MITCHELL, ESQ.  
WALLER & MITCHELL  
5332 Main Street  
New Port Richey FL 34652  
Telephone: 813/847-2288  
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