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\*\*\*\*245.00 \*\*\*\*122.50

Law Office  
of

GONANO & HARRELL

DOUGLAS E. GONANO \*  
DANIEL B. HARRELL  
JOHNATHAN A. FERGUSON †

RIVERSIDE NATIONAL BANK BUILDING  
1600 South Federal Highway, Suite 200  
Fort Pierce, Florida 34950-5194  
Telephone (561) 464-1032  
Facsimile (561) 464-0282

BAILEY BUILDING  
3339 Cardinal Drive, Suite 200  
Vero Beach, Florida 32963  
Telephone (561) 231-1778

\*Board Certified Real Estate Lawyer  
† Supreme Court Certified Mediator

PLEASE REPLY TO FORT PIERCE

April 17, 1997

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

Re: Garrison Electrical Consultants, Inc., incorporation of:

- Garrison Power Quality, Inc.
- Global Energy Services Corp.

Our File No. 1304-001

Dear Sir or Madam:

Enclosed are the originals and copies of two sets articles of incorporation for the new Florida corporations: Garrison Power Quality, Inc., and Global Energy Services Corp. Please certify the copies of the articles and return to this office at your earliest convenience. I have enclosed our firm check in the amount of \$245.00 for the required fees and certification of the articles.

Sincerely,

*Valerie Canant*

Valerie M. Canant  
Secretary to Mr. Harrell

Enclosures

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*Done 4/22*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 21 AM 9:16

**ARTICLES OF INCORPORATION  
OF  
GARRISON POWER QUALITY, INC.**

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**ARTICLE I. NAME**

The name of the corporation is **GARRISON POWER QUALITY, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

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

722 W. Midway Road, Fort Pierce, FL 34982

**ARTICLE III. DURATION**

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of State of Florida, unless sooner dissolved according to law.

**ARTICLE IV. PURPOSE**

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Section 607.011, Florida Statutes.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of Fifty Cent (\$0.50) par value common stock, which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned, and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor

of the corporation upon all of its capital stock for any indebtedness that may at any time be due by the holder of the same unto the corporation.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 722 W. Midway Road, Fort Pierce, FL 34982. The name of the initial Registered Agent of this corporation at that address is VICTOR E. GARRISON.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of Directors may be either increased or decreased from time to time by amending the bylaws to reflect the same but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

VICTOR E. GARRISON  
722 W. Midway Road  
Fort Pierce, FL 34982

VIKKI D. GARRISON  
722 W. Midway Road  
Fort Pierce, FL 34982

#### **ARTICLE VIII. INDEMNIFICATION OF DIRECTORS**

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against

expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was lawful.

B. The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually paid and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

**ARTICLE IX. INCORPORATOR**

The names and addresses of the persons signing these Articles of Incorporation are:

VICTOR E. GARRISON  
722 W. Midway Road  
Fort Pierce, FL 34982

VIKKI D. GARRISON  
722 W. Midway Road  
Fort Pierce, FL 34982

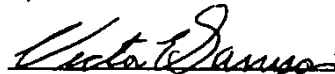
**ARTICLE X. BYLAWS**

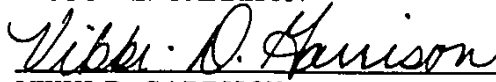
The power to adopt, alter, amend, or repeal bylaws shall be vested solely in the Board of Directors.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 17th day of April, 1997.

  
\_\_\_\_\_  
VICTOR E. GARRISON

  
\_\_\_\_\_  
VIKKI D. GARRISON

\* \* \*

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 17th day of April, 1997, by VICTOR E. GARRISON and VIKKI D. GARRISON, as President and Secretary, respectively, of GARRISON POWER QUALITY, on behalf of the corporation. They  are personally known to me, or  have produced \_\_\_\_\_ as identification and  did  did not take an oath.

[Notary Seal]

Valerie M. Canant  
Print Name VALERIE M. CANANT  
Notary Public-State of Florida  
My commission expires April 4, 1999



VALERIE M. CANANT  
MY COMMISSION # CC435517 EXPIRES  
April 4, 1999  
BONDED THRU TROY FAHN INSURANCE, INC.

**DESIGNATION OF REGISTERED AGENT**

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 48.901, Florida Statutes, the following is submitted:

That GARRISON POWER QUALITY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in St. Lucie, St. Lucie County, Florida, has named VICTOR E. GARRISON, as its agent to accept service of process within Florida.

DATED this 17<sup>th</sup> day of April, 1997.

  
VICTOR E. GARRISON

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 21 AM 9:16

**ACCEPTANCE**

HAVING BEEN named to accept service of process for the above-named 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.

DATED this 17<sup>th</sup> day of April, 1997.

  
VICTOR E. GARRISON