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P 97000036627

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600002151846--3
-04/23/97--01057--015
***122.50 ***122.50

Re: **Energy Management Services, Inc.**

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation, and of the Designation of Registered Agent for the above corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

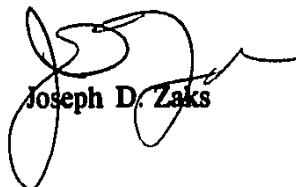
Articles of Incorporation Filing Fee	\$ 35.00
Registered Agent Filing Fee	35.00
Certified Copy of Articles	<u>52.50</u>
Total enclosed:	\$122.50

FILED
97 APR 23 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you find these enclosures to be in order, please file the same and return one certified copy to this office.

Very truly yours,

QUARLES & BRADY


Joseph D. Zaks

JDZ/dm
Enclosures
cc: Jeffrey A. Jones

P. 04/24/97 Apr 24 1997

**ARTICLES OF INCORPORATION
OF
ENERGY MANAGEMENT SERVICES, INC.**

FILED
97 APR 23 PM 1:25
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is: **ENERGY MANAGEMENT SERVICES, INC.**

**ARTICLE II
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III
INCORPORATORS**

The name and address of the incorporator are:

Name

Address

Joseph D. Zaks

4501 Tamiami Trail North
Suite 300
Naples, FL 34103

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Joseph D. Zaks.

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 3729 Ascot Bend Court,
Bonita Springs, Florida 34134.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on the 17 day of April, 1997.



Joseph D. Zaks, Incorporator

**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, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT ENERGY MANAGEMENT SERVICES, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business located at 3729 Ascot
Bend Court, Bonita Springs, Florida 34134, has named Joseph D. Zaks, Esquire, located at 4501
Tamiami Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process
within Florida.



Joseph D. Zaks, Incorporator
Dated: April 17, 1997

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97 APR 23 PM 1:25
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, Joseph D. Zaks hereby agrees to comply with the provisions
of all statutes relative to the proper and complete performance of its duties.



Joseph D. Zaks
Dated: April 17, 1997