

LAW OFFICES

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July 21, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 23 AM 11:22

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*****78.75 *****78.75

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Masters Electric, Inc. of South Daytona

Dear Sir/Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$78.75 representing the filing fee and certificate fee for the above-referenced corporation.

Please stamp "filed" one copy and return it to me in the enclosed, self-addressed stamped envelope.

Thank you for your assistance in this matter and should you have any questions, please telephone me.

Very truly yours,

ROWE, FOLTZ & MARTIN, P.C.

Pamela R. Masters

Pamela R. Masters

PRM/jpa
Enclosure(s)
cc: Mr. Gerald E. Masters

48063\1\State.Ltr

RP
7-25-97

ARTICLES OF INCORPORATION

OF

MASTERS ELECTRIC, INC. OF SOUTH DAYTONA

FILED
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DIVISION OF CORPORATIONS

97 JUL 23 AM 11:22

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MASTERS ELECTRIC, INC. OF SOUTH DAYTONA

ARTICLE II PRINCIPAL OFFICE

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

1725 South Nova Road, C-1
South Daytona, Florida 32119

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE IV BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member whose name and address is:

Gerald E. Masters
1725 South Nova Road, C-1
South Daytona, Florida 32219

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Gerald E. Masters
1725 South Nova Road, C-1
South Daytona, Florida 32219

ARTICLE VI INCORPORATORS

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

Pamela R. Masters, Esquire
Rowe, Foltz & Martin, P.C.
Five Piedmont Center, Suite 750
Atlanta, Georgia 30305

ARTICLE VII INDEMNITY

The directors of the Corporation shall be indemnified by the Corporation to the full extent provided or permitted by Section 607.0850, Florida Business Corporation Act.

ARTICLE VIII LIABILITY OF DIRECTORS

The directors of the corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director resulting from any act or omission, other than personal liability of a director for:

- (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- (b) acts or omissions which involve intentional misconduct or a knowing violation of law;
- (c) the types of liability set forth in Section 607.0831, Florida Business Corporation Act; or
- (d) any transaction from which the director received an improper personal benefit.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of July, 1997.



Pamela R. Masters, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Masters Electric, Inc. of
South Daytona

2. The name and address of the registered agent and office is:

Gerald E. Masters
(name)

1725 So. Nova Road, C-1
(P.O. Box not acceptable)

South Daytona, Florida 32119
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gerald E. Masters
(Signature)

July 16, 1997
(Date)