

Gerald R. Sage, Esq.

ATTORNEY AT LAW

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September 17, 1997

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

RE: McDonald Electric, Inc.

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****122.50 ****122.50

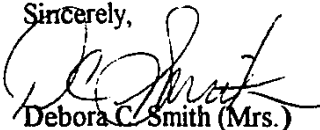
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, and a check representing your fee for filing same.

Please send one certified copy back to this office in the envelope provided, together with the Certificate of Incorporation.

Thank you, and if you have any questions, please feel free to call.

Sincerely,



Debora C. Smith (Mrs.)
Estate Administrator/Collections
/dcs

FILED
97 SEP 22 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RMC
9/23/97

Debora C. Smith gave
Auth by phone to add
the principal office.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
McDONALD ELECTRIC, INC.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name. The name of this Corporation shall be:

McDONALD ELECTRIC, INC.

ARTICLE II

Duration. The period of its duration is perpetual.

ARTICLE III

Purpose. The purpose is to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock. The corporation is authorized to issue 750 shares of stock, all of one class, at \$1.00 par value.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 17004 Melba Dr., Lutz, FL 33549. The name of the initial registered agent of this corporation at that address is ROBERT W. McDONALD. The principal office shall have the same address.

ARTICLE VI

Initial Board of Directors. This corporation shall have One (1) director initially. The number of directors may be either increased or decreased (whichever applies) from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Board of Directors of this corporation is:

ROBERT W. McDONALD
17004 Melba Dr.
Lutz, FL 33549

ARTICLE VII

Incorporators. The names and addresses of the Incorporators signing these Articles is:

ROBERT W. McDONALD
17004 Melba Dr.
Lutz, FL 33549

ARTICLE VIII

Bylaw Amendment. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

Indemnification. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

Informal Action of Directors. If all the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as if it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of

Incorporation this 17 day of September, 1997.

WITNESSES:

Naomi Boardman Robert W. McDonald (SEAL)
ROBERT W. McDONALD
Incorporator

Robert W. McDonald (SEAL)
ROBERT W. McDONALD
Resident Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17 day of Sept, 1997 by ROBERT W. McDONALD, who is personally known to me or has produced: _____ as identification, and who did not take an oath.

SEAL

Debora C. Smith
(signature of Notary)



"OFFICIAL SEAL"
Debora C. Smith
My Commission Expires 1/18/99
Commission #CC 421379

Debora C. Smith
Notary Public
Serial No. CC421379

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said act.

That McDONALD ELECTRIC, INC. desires to organize under the laws of the State of Florida, with its principal office as designated in the Articles of Incorporation, in the City of Lutz, Hillsborough County, Florida, and has named ROBERT W. McDONALD, 17004 Melba Dr., Lutz, FL 33549, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act of keeping open said office.

Dated: 9-17-97


ROBERT W. McDONALD - Resident Agent