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ROY MILLER  
CERTIFIED PUBLIC ACCOUNTANT  
8834-14 Goodby's Executive Dr.  
Jacksonville, Florida 32217  
(904)731-4846

October 17, 1997

TRANSMITTAL LETTER

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

200002326342--7  
-10/22/97--01009--003  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: CECO Electrical Contractors, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to the Department of State in the amount of \$131.25 to cover the following:

1. Filing Fee
2. Certified Copy
3. Certificate

The certified copy of the Articles and the certificate should be mailed to Roy Miller, 8834-14 Goodby's Executive Dr., Jacksonville, Florida 32217. Thank you.

Sincerely,

*Roy Miller*

Roy Miller

RM/sdr  
Enclosures

FILED  
97 OCT 22 PM 2:37  
SEC  
TALLA

*Roy Miller*  
10/23/97

**ARTICLES OF INCORPORATION**  
**OF**  
**CECO ELECTRICAL CONTRACTORS, INC.**

97 OCT 22 PM 2:37  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name and Principal Place of Business**

The name of the corporation is CECO Electrical Contractors, Inc., and the principal place of business is 3772 Kori Rd., Jacksonville, Florida 32257.

**ARTICLE II**

**Duration**

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

**ARTICLE III**

**Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue 1000 shares of \$.00 par value common stock which shall be designated "Common Shares."

## ARTICLE V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3772 Kori Rd., Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at that address is John Campbell.

## ARTICLE VI

### Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

## ARTICLE VII

### Initial Directors

The name and street address of the initial directors of the corporation are:

John Campbell  
3772 Kori Rd.  
Jacksonville, Florida 32257

Robin Campbell  
3772 Kori Rd.  
Jacksonville, Florida 32257

## ARTICLE VIII

### Incorporators

The name and street address of the person signing these Articles is:

John Campbell  
3772 Kori Rd.  
Jacksonville, Florida 32257

## **ARTICLE IX**

### **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

## **ARTICLE X**

### **Restrictions of Transfer of Stock**

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

## **ARTICLE XI**

### **Director Compensation**

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## **ARTICLE XII**

### **Indemnification**

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE XIII**

### **Amendment**

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

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation  
this 17<sup>th</sup> day of October, 1997.

John B. Campbell Jr

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by JOHN B. CAMPBELL  
\_\_\_\_\_, who produced as identification \_\_\_\_\_ or who is personally known to me  
and who did / did not take an oath on this 17<sup>th</sup> day of OCTOBER 1997.

Sheryl D. Rand  
Notary Public at Large, State of Florida

My commission expires:



**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:

CECO Electrical Contractors, Inc.  
3772 Kori Rd.  
Jacksonville, FL 32257

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

John Campbell  
3772 Kori Rd.  
Jacksonville, FL 32257

*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.*

  
Signature

10/17/97  
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314