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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: PROLIGHT ELECTRIC, CORP.

AUDIT NUMBER.....H97000020359

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION
OF
PROLIGHT ELECTRIC, CORP.

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

ARTICLE I

The name of the corporation is PROLIGHT ELECTRIC, CORP. having its principal place of business at 500 Fairway Dr., Suite 109, Deerfield, FL.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United State and of this State.

ARTICLE IV

The corporation shall have the authority to issue 10,000 ten thousand shares all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is 6950 Cypress Road, Suite 101, Plantation, Florida 33317 and the name of its initial registered agent at said address is C. RANDALL AUSTIN.

Prepared By: C. Randall Austin
6950 Cypress Rd., Suite 101
Plantation, FL 33317
Fla. Bar No.: 802670
(954) 792-5400

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ARTICLE VI

The number of directors and officers constituting its initial Board of Directors are three, whose names are:

PAUL McCLINTOCK
PRESIDENT

500 Fairway Dr.,
Suite 109
Deerfield, FL

PAUL MAGGIE
VICE PRESIDENT
SECRETARY

500 Fairway Dr.,
Suite 109
Deerfield, FL

ARTICLE VII

The name and address of the incorporator is:

C. Randell Austin, Esq.

6950 Cypress Road, Suite 101
Plantation, Florida 33317

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder

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is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the 5th day of December, 1997, which is the date of subscription and acknowledgement of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, The undersigned has made and subscribed of these Articles of Incorporation at Plantation, Broward County, Florida on the 5th December, 1997.

C. Randall Austin
C. RANDALL AUSTIN, ESQ.

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned appeared C. RANDALL AUSTIN, who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the City of Plantation, in the County of Broward

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and the State of Florida, this 9th day of December, 1997.

Pamela Cage
Notary Public, State of Florida

My Commission Expires:



PAMELA CAGE
My Commission OC469221
Expires May. 02, 1998
Bonded by HAI
800-422-1558

skd/99

C. Randall Austin
C. RANDALL AUSTIN, ESQ.

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared C. RANDALL AUSTIN, ESQ., who is personally known to me and is the person described herein and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Plantation, in said County and State this 9th day of December, 1997.

Pamela Cage
Notary Public, State of Florida

My Commission Expires:



PAMELA CAGE
My Commission OC469221
Expires May. 02, 1998
Bonded by HAI
800-422-1558

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that PROLIGHT ELECTRIC CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Deerfield, County of Broward, State of Florida has named C. Randall Austin, located at 6950 Cypress Road, Suite 101, Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

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

By: C. Randall Austin
C. RANDALL AUSTIN
Registered Agent

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