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December 9, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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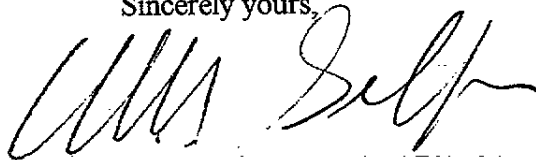
RE: ENERGY MANAGEMENT SPECIALISTS, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for **Energy Management Specialists, Inc.** Please file the enclosed Articles and return a certified copy to me in the enclosed return envelope. This firm's check in the amount of \$122.50 is enclosed to cover the filing and certification fees.

If you have any questions or require additional information, please do not hesitate to contact my office.

Sincerely yours,



W. M. Gillespie

WMG:plb  
Enclosures

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

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

***ARTICLE ONE***  
**NAME**

The name of the corporation is **ENERGY MANAGEMENT SPECIALISTS, INC.**

***ARTICLE TWO***  
**PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is: 438 Bouchelle Drive,  
#304, New Smyrna Beach, Florida 32169.

***ARTICLE THREE***  
**CORPORATE DURATION**

The term of the existence of the corporation is perpetual. The date and time of the commencement of the corporate existence of the corporation is the date and time of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

***ARTICLE FOUR***  
**PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

- (a) Sale and distribution of all types of energy management systems;
- (b) To acquire by purchase, lease or otherwise and to improve and develop real property.

To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved and any right or interest therein.

(c) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever, or retain in any manner whatsoever money, stocks, bonds, realty or any property in any manner not prohibited by law.

(d) To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles, or things required in connection with or incidental to the manufacture, production and dealing in such products.

(e) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

(f) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

(g) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

**ARTICLE FIVE**  
**CAPITALIZATION**

The aggregate number of shares which the corporation has authority to issue is One Thousand Two Hundred (1,200), all of which shall be common shares with a par value of \$1.00 per share

**ARTICLE SIX**  
**REGISTERED OFFICE AND AGENT**

The principal office, mailing address and street address of the registered office of the corporation is **438 Bouchelle Drive, #304, New Smyrna Beach, Florida 32169.**

The name of the initial registered agent is: **CHARLES B. HAGUE.**

The address of the initial registered agent is: **438 Bouchelle Drive, #304, New Smyrna Beach, Florida 32169.**

**ARTICLE SEVEN**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have three (3) directors, initially. The number of Directors may be increased from time to time by the By-Laws. The name and address of the initial Directors of this corporation are:

|                               |   |
|-------------------------------|---|
| <b>CHARLES B. HAGUE</b>       | <b>438 Bouchelle Drive, #304<br/>New Smyrna Beach, FL 32169</b>                 |
| <b>WAYNE M. FORGUSON</b>      | <b>2026 Travelers Palm<br/>Edgewater, FL 32141</b>                              |
| <b>HEINZ-ULRICH BORNHOLDT</b> | <b>Schwetzingen Str. 105<br/>69168 Wiesloch<br/>Federal Republic of Germany</b> |

**ARTICLE EIGHT**  
**INCORPORATORS**

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

**CHARLES B. HAGUE**

**438 Bouchelle Drive, #304  
New Smyrna Beach, FL 32169**

**ARTICLE NINE**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE TEN**  
**AMENDMENT**

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

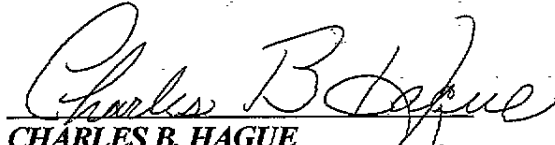
**ARTICLE ELEVEN**  
**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the designation as registered agent for this corporation.

  
**CHARLES B. HAGUE**

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IN WITNESS WHEREOF, the undersigned subscribing incorporator hereunto sets his hand and seal this 9<sup>th</sup> day of December, 1997.

  
**CHARLES B. HAGUE**


STATE OF FLORIDA     )  
COUNTY OF VOLUSIA    )

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **CHARLES B. HAGUE**, to me known to be the person described as the registered agent in and who executed and subscribed the foregoing Articles of Incorporation, and who did take an oath. **CHARLES B. HAGUE** is to me known to be the person described as the incorporator in and who executed and subscribed these Articles of Incorporation, and who did take an oath.

WITNESS, my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of December, 1997.



PRISCILLA L. BORDEN  
My Commission CG385748  
Expires Jun. 21, 1998  
Bonded by HAI  
800-422-1555

  
NOTARY PUBLIC, STATE OF FLORIDA