



THE UNITED STATES
CORPORATION
COMPANY

P97000109208

ACCOUNT NO. : 072100000032

REFERENCE : 654404 5801A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 31, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 654404-005

CUSTOMER NO: 5801A

CUSTOMER: Mr. Chris Shupert
PAVESE GARNER HAVERFIELD
DALTON HARRISON & JENSEN

1833 Hendry Street
Fort Myers, FL 33901-3095

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-12/31/97--01035--015
****122.50 ****122.50

DOMESTIC FILING

NAME: ELITE COASTAL LIGHTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 DEC 31 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/31/97

577001 12/31/97
FILED

PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW
<http://pavesegarn.com>

1833 HENDRY STREET
P.O. DRAWER 1507
FORT MYERS, FLORIDA 33902-1507
(941) 334-2195
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P. O. BOX 88
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LaBELLE, FLORIDA 33975
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4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366
FAX (561) 471-0522

MARY VLASAK SNELL
(941) 336-6255

PLEASE REPLY TO:
FORT MYERS OFFICE

December 30, 1997

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

Re: Elite Coastal Lighting, Inc.

Dear Sir or Madam:


Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

\$35.00 - filing fee
\$35.00 - registered agent fee
\$52.50 - certified copy

Please certify and return one copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,


MARY VLASAK-SNELL

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Enclosures
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**ARTICLES OF INCORPORATION
OF
ELITE COASTAL LIGHTING, INC.**

FILED
97 DEC 31 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby associate themselves together, for the purpose of forming a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby set forth and declare:

CHARTER

Article I

Name

The name of the corporation shall be ELITE COASTAL LIGHTING, INC.

Article II

Principal Office

The principal place for the transaction of the corporation business shall be 11350 Metro Parkway, the City of Fort Myers, County of Lee, in the State of Florida, 33912, and the mailing address shall be the same. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article III

Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV
Authorized Shares

The aggregate number of shares the corporation shall have authority to issue shall be 10,000 shares of common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the corporation shall not be divided into classes and the corporation is not authorized to issue shares in series.

Article V
Term of Existence

The existence of the corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

Article VI
Board of Directors

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VII
Officers

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Phil L. Todd
11350 Metro Parkway
Fort Myers, FL 33912

President/Secretary/Director

Article VIII
Incorporator and Subscribers

The names and addresses of the incorporators and initial subscriber of this incorporation with the number of shares subscribed for, are as follows:

Phil L. Todd
11350 Metro Parkway
Fort Myers, FL 33912

100 Shares

Article IX
Indebtedness

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X
Registered Office and Agent

The street address of the initial registered office of this corporation is 11350 Metro Parkway, Fort Myers, Florida, 33912, and the name of the initial registered agent of this corporation at that address is Phil L. Todd.

Article XI
Preemptive Rights

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XII
Bylaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the

shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII Notice

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV Indemnification

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and


the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV
Related Transactions

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a

member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, PHIL L. TODD, the undersigned being the incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 30 day of December, 1997.


_____(SEAL)
PHIL L. TODD

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared PHIL L. TODD, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 30 day
of December, 1997.



CONNIE L. TODD
My Commission CC377138
Expires Jun. 01, 1998
Bonded by ANB
888-222-5878

Connie L. Todd
Notary Public, State of Florida

CONNIE L. TODD
(Printed Name)

My Commission Expires:

My Commission No.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That ELITE COASTAL LIGHTING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named Phil L. Todd, located at 11350 Metro Parkway, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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:


Phil L. Todd, Registered Agent

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