

**ARTICLES OF INCORPORATION
OF**

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

ARTICLE ONE - NAME

The name of the Corporation is **Professor Watts Electric Service, Inc.**

EFFECTIVE DATE
1-2-98

ARTICLE TWO - DURATION

This corporation shall have perpetual existence effective **January 2, 1998.**

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all business not unlawful under the laws of the State of Florida or of the United States.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of ten cents.

ARTICLE FIVE - PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE SIX - REGISTERED OFFICE

The street address of the initial Registered Office of the corporation is 2500 Forsyth Road, Unit C-41, Orlando, Florida 32807 and the name of the initial Registered Agent as such address is Paul Fedynich.

ARTICLES SEVEN - DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The number of directors may be either increased or diminished from time to time in by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The names and addresses of the initial directors of this corporation are:
Paul Fedynich, 2500 Forsyth Road, Unit C-41, Orlando, Florida, 32807.

ARTICLE EIGHT - INCORPORATOR

The name and address of the Incorporator is **Paul Fedynich, 2500 Forsyth Road, Unit C-41, Orlando, Florida, 32807.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE NINE - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholder, provided however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE TEN - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, nor any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF I have subscribed my name this 23rd day of December 1997


Incorporate

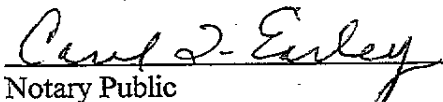
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, A NOTARY Public, authorized to take acknowledgments in the State and county aforesaid, personally appeared Paul Fedynich, known to me to be the person whose name are subscribed to the within instrument, and acknowledged that he has executed the same for the purpose there in contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on this 23rd day of December, 1997.

Carol Quinn Earley
713 Wilson Road
Winter Springs, FL 32708


Notary Public
My Commission Expires:

CERTIFICATE OF REGISTERED AGENTS

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that **Professor Watts Electric Service, Inc.**, desiring to organize under the laws of the State of Florida, with its principal place of business at **2500 Forsyth Road, Unit C-41, Orlando, Florida, 32807**, named Paul Fedynich, located at the above address, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of the process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provision of said statutes relative to the proper and complete performance of my duties. This 23rd day of December 1997.


Registered Agent