

098-000014787



ACCOUNT NO. : 072100000032

REFERENCE : 704984 7144585

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 12, 1998

ORDER TIME : 3:03 PM

ORDER NO. : 704984-005

CUSTOMER NO: 7144585

CUSTOMER: Suzanne W. Green, Esq
MOREHEAD AND GREEN

105 B Solana Road

Ponte Vedra Bea, FL 32082

DOMESTIC FILING

NAME: THE STEC GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

625.
W98-3261

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 AM 8:12

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-02/13/98-01001-011
*****70.00 *****70.00

RECEIVED
98 FEB 12 PM 4:22
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 AM 8:12

February 13, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE STEC GROUP, INC.
Ref. Number: W98000003261

We have received your document for THE STEC GROUP, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00008395

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 FEB 13 PM 4:19
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 AM 8:12

THE STEC GROUP, INC.

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation is The Stec Group, Inc.

ARTICLE II

The Corporation shall exist upon the filing of these Articles.

ARTICLE III

The general nature of the business to be transacted by this Professional Service Corporation is:

- (a) To engage in every phase and aspect of the business to manufacture, sell, purchase or otherwise acquire, own mortgage, sell, lease, pledge, assign, trade in which walls or real estate or otherwise dispose of energy conservation products.
- (b) To invest the funds of this Corporation in real estate,

mortgages, stocks, bonds or any other type of investment for the rendering of professional service.

- (c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the proposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and; in general, either alone or in association with other corporations, firms, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.

- (d) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE IV

This Corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The Principal office of the corporation is 804 C Third Street, Neptune Beach, Florida 32266. The mailing address of the corporation is 804 C Third Street, Neptune Beach, Florida 32266.

ARTICLE VI

The street address of the initial registered office of this Corporation is 105B Solana Road, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this Corporation at that address is Suzanne Worrall Green, Esquire.

ARTICLE VII

Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation.

within thirty (30) days of receipt of notice from the corporation.

ARTICLE VIII:

The names and addresses of each incorporator are:

Matthew Stec
804 C Third Street
Neptune Beach, Florida 32266

Diane Schneider
804 C. Third Street
Neptune Beach, FL 32266

ARTICLE IX

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial Directors of this Board of Directors are:

Matthew Stec
804 C Third Street
Neptune Beach, FL 32266

Diane Schneider
804 C Third Street
Neptune Beach, FL 32266

ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE XI:

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, in any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII:

Any amendment of the Articles of Incorporation of the proposed will require a vote of 65% of the shareholders. Any amendment of bylaws of the corporation shall not be amended without a 65% of the shareholders approving and ratifying such amendment.

ARTICLE XIII

In order to ratify the following actions, a 100% vote of the shareholders is required:

1. Sale or acquisition of assets in excess of \$2,000.00.
2. Merger, consolidation or reorganization.
3. Liquidation or dissolution.
4. Borrowing of money.

In order to ratify the following actions, a 65% vote of the shareholders is required:

1. Annual salaries, bonuses, dividends, loans and other compensation or distributions of the corporation's profits to the shareholders, officers and/or directors.
2. Election of directors.
3. Hiring and termination of employees at a salary in excess of \$15,000.00 per year.
4. All transactions that are not in the ordinary course of business.

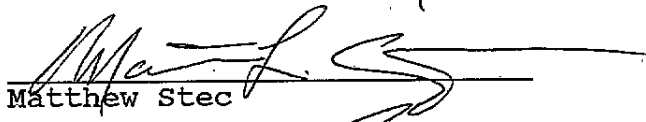
ARTICLE XIV

Unless other prohibited by the laws of the State of Florida, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, signed by all the directors is filed in the minutes of the proceedings of such board of directors. Such consent shall have the same effect as a unanimous vote.

ARTICLE XV

Pursuant to the laws of the State of Florida, any action required to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than a minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote thereon were present and voted. This action shall not be taken in regard to those matters provided in Article XIII of the Articles of Incorporation in which event a special meeting shall be required to be called and held for those purposes. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

IN WITNESS WHEREOF, we the subscribers have executed these
Articles of Incorporation this 26th day of January, 1998.

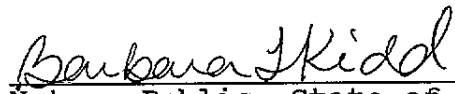

Matthew Stec


Diane Schneider

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared
Matthew Stec and Diane Schneider personally known to me to be the
individual described in and who executed the foregoing
instrument, or who produced
FL Driver License as identification and
who (did/did not) take an oath, and who acknowledged the
execution thereof to be their own free act and deed.

WITNESS my hand and seal this 26th day of January,
1998.


Notary Public, State of Florida
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 12 AM 8:13

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

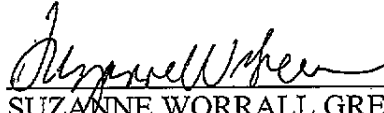
WITNESSETH

That THE STEC GROUP, Inc., desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville Beach, Florida has named Suzanne Worrall Green, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named by the incorporator of THE STEC GROUP, Inc., to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 10th day of February, 1998.


SUZANNE WORRALL GREEN
Registered Agent