

Anthony and Tracy Andrews

Phone (407) 281-1850  
Fax (407) 382-3140  
Home Phone (407) 281-1850  
Email tand1010@gdi.net

1010 Calanda Avenue  
Orlando, Florida 32807  
USA

April 07, 1998

Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

600002483526--8  
-04/09/98-01012--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Corporate Paperwork Sent 4-6-98.

Dear Sirs:

In a hurried scramble to get the paperwork to the postoffice on time yesterday afternoon we forgot to enclose a check to process our request.

Please find enclosed a check for \$122.50 to cover the basic corporation fees required by the State of Florida for Least Cost Utilities, Inc.

Also, find attached a copy of the first page of the paperwork we sent you yesterday.

I apologize for any inconvenience or confusion this may have caused you.

If there are any questions or clarifications needed please contact me at 407-281-1850.

Thanks,



Anthony and Tracy A Andrews

FILED  
98 APR -9 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Holding  
reject

ST

W98-7718

APR 16 1998

ARTICLES OF INCORPORATION

FOR

Least Cost Utilities, Inc.

RECEIVED DATE  
4-10-98

=====

The undersigned incorporator to these Articles of Incorporation forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**NAME**

The name of this corporation is Least Cost Utilities, Inc. (the "Corporation").

**ARTICLE II**

**TERMS OF EXISTENCE**

The date upon which the corporate existence shall commence shall be April 10, 1998 and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**NATURE OF BUSINESS**

The Corporation is organized for the following purpose:  
To provide for the resale of electricity, on a deregulated basis, throughout the United States.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IV

### POWERS

The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name and in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of other interests in, or obligation of the United States or of any other government, state, territory, governmental district, or municipality or for any instrumentality thereof.
- (h) To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises, and income.

(I) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and later bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs for the Corporation.

(m) To make donations for the public welfare or for the charitable, scientific, or educational purposes.

(n) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policies.

(o) To pay pensions and establish pension plans, profit sharing plans, stock plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiary.

(p) To be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

## ARTICLE V

### CAPITAL STOCK

The Corporation is authorized to issue *10,000 shares of \$1.00 par value common stock*, which shall be designated common shares. The common stock of the Corporation shall qualify as Small Business Company Stock pursuant to Section 1244 of the Internal Revenue Code.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of the Corporation is 1010 Calanda Ave., Orlando, FL 32807, and the name of its initial registered agent at such address is Mr. Anthony Andrews, President.

## ARTICLE VII

### BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and street address of the initial directors of the Corporation, whom shall serve until their successors are duly elected and qualified is:

NAME	ADDRESS
Mr. Anthony Andrews	1010 Calanda Ave.
President	Orlando, FL 32807
Mrs. Tracy Andrews	1010 Calanda Ave.
Vice President	Orlando, FL 32807

#### ARTICLE VIII

##### INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
Mr. Anthony Andrews	1010 Calanda Ave.
President	Orlando, FL 32807

#### ARTICLE IX

##### SPECIAL PROVISION

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors of the Corporation.

#### ARTICLE X

##### INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

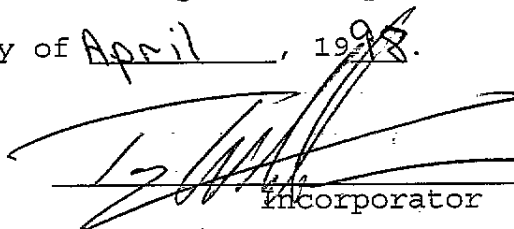
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII

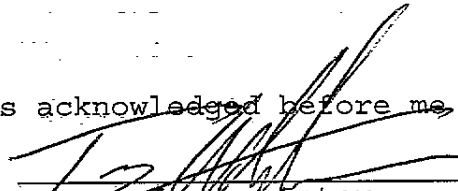
CUMULATIVE VOTING

There shall be cumulative voting for the Board of Directors of the Corporation.

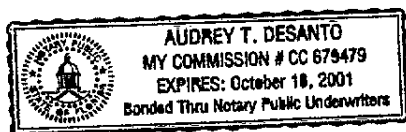
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 6 day of April, 1998.

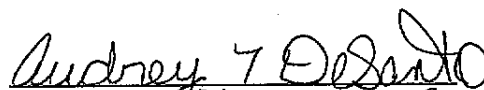
  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6 day of April, 1998, by   
\_\_\_\_\_  
Incorporator

SEAL:

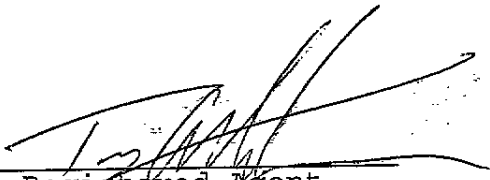


  
Notary Public, State of  
Florida at Large

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ACCEPTED BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Registered Agent

\_\_\_\_\_  
Date

**FILED**  
98 APR -9 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA