

Resource Conservation Services, Inc.  
5370 East Bay Drive, Suite 153  
Clearwater, FL 33764

P980000043971

May 6, 1998

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


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-05/13/98--01074--008  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

**Subject: Incorporation of Resource Conservation Services, Inc.**

Enclosed is one original and one (1) copy of the articles of incorporation and a check for \$78.75.  
(Filing Fee and Certificate).

Please use the address shown above (or below as the case may be), or you can call me at 813-530-0590 should you need any additional information.

Sincerely,

  
David G. Hickman  
Vice President & Secretary

FILED  
98 MAY 13 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Handwritten initials and date: 5/15/98

**Articles of Incorporation  
of  
Resource Conservation Services, Inc.**

**FILED**  
98 MAY 13 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of this Florida corporation shall be Resource Conservation Services, Inc.

**ARTICLE II ADDRESS**

The mailing address of the corporation is:

5370 East Bay Drive, Suite 153  
Clearwater, FL 33764

**ARTICLE III CAPITAL STOCK**

The corporation shall have the authority to issue 100,000 shares of common stock, par value \$0.01 per share.

**ARTICLE IV REGISTERED AGENT**

The name and address of the registered agent of the corporation is:

General Business Services of Tampa Bay Inc.  
5370 East Bay Drive, Suite 178  
Clearwater, Florida 34624

**ARTICLE V INCORPORATOR**

The name(s) and address(es) of the incorporator(s) are provided below.

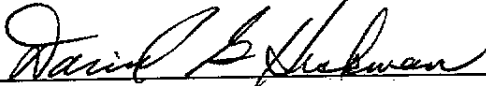
Names	Addresses	Position
Garry Julian	5370 East Bay Drive, Suite 153 Clearwater, FL 33764	President
Jim Heiser	5370 East Bay Drive, Suite 153 Clearwater, FL 33764	Vice President
David G. Hickman	5370 East Bay Drive, Suite 178 Clearwater, FL 3764	Secretary-Treasurer

#### ARTICLE VI PURPOSE

Resource Conservation Services, Inc. is formed for the purpose of modifying existing commercial and residential structures to reduce consumption energy, water, and other resources and incorporate similar technologies and methods into new structures. Further, RCS intends to develop and install sensor and control devices that will permit measurement and control of resources into and out of buildings. These devices and services will be sold, rented, or leased to customers of the corporation. This delineation of purpose is intended only to reflect the initial plans of the incorporator's and shall not limit the purposes and scope of work of the corporation which may in the future be undertaken.

The undersigned incorporator(s) (Note: only requires one signature, regardless of the number of incorporators) has (have) executed these Articles of Incorporation this 6th day of May, 1998.

**For Resource Conservation & Energy Solutions, Inc.**

  
 David G. Hickman  
 Vice President & Secretary

Send your filing fee of \$70.00 (\$35.00 filing fee and \$35.00 Designation of Registered Agent) plus any optional fees (\$52.50 for a certified copy or \$8.75 for a certificate of status), make your *check payable to Department of State*, and send with your completed articles to:

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

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Resource Conservation Services, Inc.

2. The name and address of the registered agent and office is:

**General Business Services** OF TAMPA INC.  
**8870 East Bay Drive, Suite 100**  
**Clearwater, FL 33764**

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

(CITY/STATE/ZIP)

**FILED**  
98 MAY 13 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

David L. Chapman  
(SIGNATURE)

5/6/98  
(DATE)

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