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Clark & Scholnik

A Partnership of Professional Associations

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July 23, 1998

Via Federal Express

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****122.50 ****122.50

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

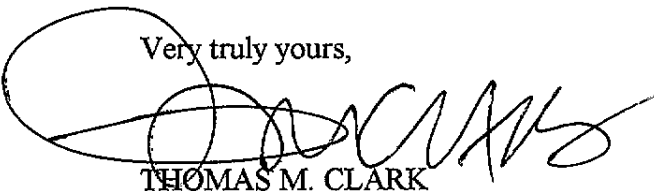
RE: All-State Electric Service Company

Dear Sir/Madam:

Enclosed please find an original and one copy of the fully executed Articles of Incorporation for the above reference corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of the filing fee. Please forward to us a copy of the filed Articles of Incorporation in the enclosed self-addressed stamped envelope.

If there is anything further which you need, please do not hesitate to contact the undersigned.

Very truly yours,


THOMAS M. CLARK
For the Firm

TMC/dka

Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 PM 4:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 PM 4:07

**ARTICLES OF INCORPORATION
OF
ALL-STATE ELECTRIC SERVICE COMPANY**

ARTICLE I - NAME

The name of this corporation is **ALL-STATE ELECTRIC SERVICE COMPANY**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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 prorata

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share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 6851 SW 21st Court, #14, Davie, FL 33317, and the name and address of the initial registered agent of this corporation is Thomas M. Clark, at 2400 East Commercial Boulevard, Suite 820, Fort Lauderdale, FL 33308.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

James F. Thomas
6851 SW 21st Court, #14
Davie, FL 33317

ARTICLE VIII - INCORPORATOR

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

Thomas M. Clark
2400 East Commercial Blvd., #820
Fort Lauderdale, FL 33308

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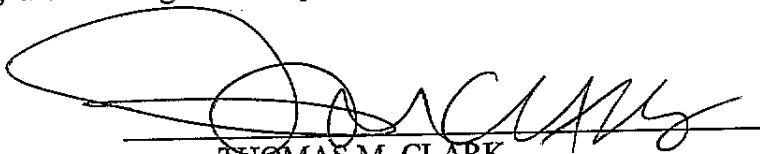
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation on July 21, 1998.


THOMAS M. CLARK

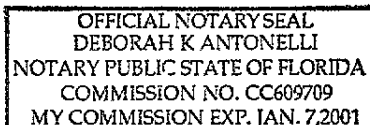
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared THOMAS M. CLARK, to me well known and known to me to be the person described in and who executed the foregoing instrument, or who produced N/A as identification, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 21 day of July, 1998.


NOTARY PUBLIC

My commission Expires:
(Seal)



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 PM 4:07

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT ALL-STATE ELECTRIC SERVICE COMPANY, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE TOWN OF DAVIE, STATE OF FLORIDA, HAS NAMED
THOMAS M. CLARK, AT 2400 EAST COMMERCIAL BOULEVARD, SUITE 820, FORT
LAUDERDALE, FLORIDA, 33308, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE


THOMAS M. CLARK

TITLE

INCORPORATOR

DATE:

JULY 21, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


THOMAS M. CLARK, REGISTERED AGENT

DATE:

JULY 21, 1998

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