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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: SAY AND SONS, INC.

AUDIT NUMBER.....H98000014643

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 6

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

SAY AND SONS, INC.

We, the undersigned, hereby associate ourselves for Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be:

SAY AND SONS, INC.

ARTICLE II

The corporation shall engage in ELECTRIC SERVICES AND MAINTENANCE activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorize to issued and have outstanding at any time is 100 shares of common stock, and which common stock shall be of no par value.

All stock is to be issue as fully paid and exempt from assessment.

Prepared by: Denia Reynes Acct.
336 W. 16St. Hialeah, Fl 33010
(305) 885-6429

ARTICLE IV

The pledge, sale, transfer, or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The by-laws may be provide for cumulative voting by stockholders at all elections of the directors of the corporation.

ARTICLE V

The amount of capital with this corporation may begin business shall not be less than five hundred (500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and registered offices of the corporation in the State of Florida shall be 9471 Lisa Road, Miami, Florida 33157.

Directors may from time to time move the principal offices to any other address within the State of Florida.

The registered Agent is: Pedro I. Say Jr. 9471 Lisa Road, Miami, Florida 33157

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of not less than (1) nor more than (2) Directors. A quorum for the holding of a meeting of the board of directors, and for the transaction of any business properly carried out by the Directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act of such consent in writing shall have the same force and effect as though a formal meeting had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to and "Executive Committee".

ARTICLE IX

The names and post office address of the first Board of Directors and slate of corporate officers are as follows:

Name:	Title	Address
Pedro I. Say Jr.	President	9471 Lisa Road
	Vice-President	Miami, Fl 33157
	Secretary	
	Treasurer	

ARTICLE X


The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

Name:	Address	Shares	Cash Value
Pedro I. Say Jr.	9471 Lisa Road Miami, Florida 33157	100	

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 5th Day of August, 1998.


_____(Seal)

PS

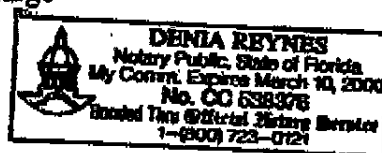
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I hereby certify that this day personally appeared before me, and officer duly authorized to take acknowledgments and administer oaths in the State of Florida, to Pedro I. Say Jr. to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that day executed the same freely and voluntary for the purpose therein expressed.

WITNESS: My hand official seal this 5th day of August, 1998, at Hialeah, County of Miami-Dade, State of Florida.

Denia Reynes

Notary Public, State of Florida at Large



My Commission Expires: _____

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the services of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Address if the Officers and Directors.

The Following is submitted, in compliance with Chapter 48:091, Florida Statutes:

SAY AND SONS, INC.

Corporation organized (or organizing) under the laws of the State of Florida with in principal office at 9471 Lisa Road, in the city of Miami, County of Miami-Dade, State of Florida, has named Pedro I. Say Jr. , located at 9471 Lisa Road, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

OFFICERS:	NAME	TITLE	SPECIFIC ADDRESS
	PEDRO I. SAY JR.	(CH) (P) (VP)	9471 Lisa Road
		(S/T)	Miami, Fl. 33157.

By _____

Pedro I. Say Jr.

(Corporate Officer)

Acceptance:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of Florida designated address)

In some conspicuous place in office as required by law.

(Resident Agent) _____

Pedro I. Say Jr.

President, V/P, Secretary, Treasurer

PS