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EP DAYTON  
6075 14TH AVE. S.W.  
NAPLES, FL. 34116

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 AUG 13 AM 8:45  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

APPROVED  
 AND  
 FILED

B. BROCK AUG 17 1998

Examiner's Initials	
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APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION  
OF  
UTILITIES CONSULTING, INC.**

98 AUG 13 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is Utilities Consulting, Inc. The mailing address of the corporation is 6075 14th Ave. S.W., Naples, Florida 34116.

ARTICLE PRINCIPAL OFFICE

The street address of the principal office of this corporation is 6075 14th Ave. S.W., Naples, Florida 34116.

ARTICLE III - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

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

ARTICLE VI - SPECIAL PROVISIONS

The corporation hereby makes the IRC 1244 election.

ARTICLE VII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the issuance 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 pro-rata share at the price at which it is offered to others.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 900 Sixth Ave S., Suite 303, Naples, Florida 34102, and the name of the initial resident agent of the corporation at that address is Robert J. Rust c/o Rust & Christopher, P.A. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE IX - BOARD OF DIRECTORS

The name and street address of the initial Director who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders or his successors are elected and have qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Francis P. Dayton, Jr.	6075 14th Ave. S.W. Naples, FL 34116

ARTICLE X - OFFICERS

The initial officer(s) of the corporation shall be as follows:

Francis P., Dayton, Jr.	President
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ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent now or hereafter permitted by law.

ARTICLE XII - BYLAWS

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

ARTICLE XIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Francis P. Dayton, Jr.	6075 14th Ave. S.W. Naples, FL 34116

ARTICLE XIV - AMENDMENT OF ARTICLES OF CORPORATION

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

BY:   
President

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, the undersigned Notary Public in and for said State and County, appeared F. P. Dayton, the subscribing incorporator to the foregoing Articles of Incorporation, to me personally known (or who produced \_\_\_\_\_ as identification), who stated under oath that he is the person described in and who executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as its voluntary act and deed for the purpose of forming a corporate body, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 10<sup>th</sup> day of August, 1998 in the State and County aforesaid.

  
NOTARY PUBLIC **BARBARA EDGAR**

My Commission Expires:

02/16/2001



BARBARA A. EDGAR  
My Comm Exp. 2/16/2001  
Bonded By Service Ins  
No. C6621874  
 Personally Known  Other I.D.

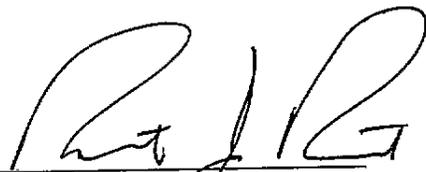
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance  
with said Act:

First: That Utilities Consulting, Inc. desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation at City of Naples, State  
of Florida, County of Collier, has named Robert J. Rust c/o Rust & Christopher, P.A. as its agent to  
accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

BY:   
Robert J. Rust, Resident Agent

98 AUG 13 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED