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LOUISE D. WILKINSON
A. H. LANE (RETIRED)

October 14, 1998

VIA FEDERAL EXPRESS
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: AEI Electrical Construction, Inc.
Our File No. A414-44077

600002664656--6
-10/15/98-01068-004
*****78.75 *****78.75

Dear Sir or Madam:

EFFECTIVE DATE
10-14-98

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as AEI Electrical Construction, Inc. Please file the original Articles and return the copy to me, duly certified to show the date of filing. Please note that the corporate existence is to commence as of the date of execution and acknowledgment of the Articles on October 14, 1998.

Our search of the Secretary of State's On-Line Records and our telephone call with Beth Register of your office confirmed that the name AEI Electrical Construction, Inc. is available for use as a name for a Florida corporation. Beth Register indicated that the name AEI Electrical Construction, Inc. is distinguishable from the name AEI Electronics, Inc. AEI Electrical Construction, Inc. will be a sister corporation of AEI Electronics, Inc. We have included a letter from AEI Electronic, Inc.'s majority shareholder and president confirming AEI Electronic, Inc.'s agreement for the use of the AEI Electrical Construction, Inc. name.

Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2208. Thanking you for your usual cooperation, I am

Very truly yours,

David D. Hallock, Jr.

DDH/sb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 15 AM 8:24

LANE, TROHN, BERTRAND & VREELAND, P.A.

ARTICLES OF INCORPORATION
OF
AEI ELECTRICAL CONSTRUCTION, INC.

FILED
SECRETARY OF STATE
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98 OCT 15 AM 8:24

ARTICLE I - NAME

The name of this corporation is AEI Electrical Construction, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 600 Osprey Landing Drive West, Lakeland, Florida 33813, and the mailing address of this corporation is 600 Osprey Landing Drive West, Lakeland, Florida 33813.

ARTICLE III - DURATION

EFFECTIVE DATE
10-14-98

This corporation shall have perpetual existence, commencing on October 14, 1998 and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 600 Osprey Landing Drive West, Lakeland, Florida 33813 and the name of the initial registered agent of this corporation at that office is Lloyd H. Arnett, III.

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 in accordance with the Bylaws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is or are:

Lloyd H. Arnett, III
600 Osprey Landing Drive West
Lakeland, Florida 33813

ARTICLE VIII - INCORPORATOR

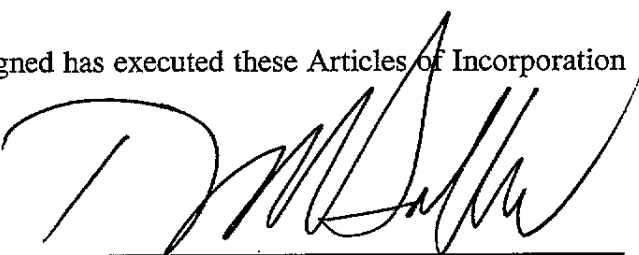
The name and address of the Incorporator is:

David D. Hallock, Jr.
Lane, Trohn, Bertrand & Vreeland, P.A.
One Lake Morton Drive
Lakeland, FL 33801

ARTICLE IX - INDEMNIFICATION

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

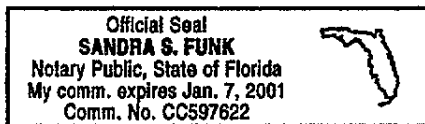
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of October, 1998.



DAVID D. HALLOCK, JR.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 14th day of October, 1998, by DAVID D. HALLOCK, JR., who is personally known to me or ~~who has produced~~ _____ as ~~identification~~ and who did not take an oath.



(Affix Notary Seal)

Sandra S. Funk
NOTARY PUBLIC, State of
Florida at Large
Print name: SANDRA S. FUNK
My commission expires: 1-7-2001

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

Lloyd H. Arnett, III
LLOYD H. ARNETT, III

DATE: 10/14, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 15 AM 8:25