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October 26, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 9: 58

Secretary of State
P O Box 6327
Tallahassee FL 32314

To Whom It May Concern:

Please find enclosed articles of incorporation for Evergreen Holdings, Inc. and an additional copy of as well as a check for \$122.50. Please register the Corporation and return one copy of the articles. Thank you for your assistance in this matter.

Sincerely,

Nancy L. Hanna
Treasurer

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-11/02/98--01117-012
****122.50 *****78.75

REGENCY ELECTRIC COMPANY, INC.

6601 SOUTHPOINT DRIVE NORTH, SUITE 300 JACKSONVILLE, FLORIDA 32216
TELEPHONE 904-281-0600 FACSIMILE 904-281-0599
JACKSONVILLE ATLANTA ORLANDO CHARLOTTE

B. BROWN NOV - 3 1998

ARTICLES OF INCORPORATION
OF
EVERGREEN HOLDINGS, INC.

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The undersigned, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this Corporation shall be:

EVERGREEN HOLDINGS, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be:

6601 Southpoint Drive North, Suite 300
Jacksonville Florida 32216

ARTICLE III

Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE IV

Purposes

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this state.

ARTICLE V

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000 shares of common stock, each with a par value of \$.01.

ARTICLE VI

Directors

This Corporation shall initially have two directors. The number of directors may be increased or decreased by an appropriate amendment to the Bylaws of the Corporation, but shall never be less than one. The name and mailing address of the initial Board of Directors is as follows:

Alan J. Green 6601 Southpoint Drive N #300
 Jacksonville FL 32216

Edward L. Green 4655 Salisbury Road #350
 Jacksonville FL 32256

ARTICLE VII

Incorporator

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

Alan J. Green 6601 Southpoint Drive N #300
 Jacksonville FL 32216

ARTICLE VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE IX

Stock Transfer Agreement

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X

Fundamental Changes

The affirmative vote of holders of fifty one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger, or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- (d) Dissolution of the Corporation.

ARTICLE XI

Inspection of Books

Each Shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

ARTICLE XII

Long-Term Employment Contract

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII

Effective Date

The date that corporate existence shall begin shall be October 23, 1998.

ARTICLE XIV

Initial Registered Office and Agent

The address of the initial registered office of this Corporation is 6601 Southpoint Drive North, Suite 300, Jacksonville, Florida 32216. The name of the initial registered agent is Nancy L. Hanna.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 23rd day of October, 1998.

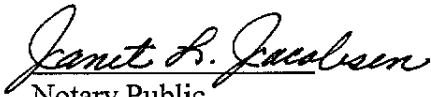


Alan J. Green

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Alan J. Green to me well known and known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, County and State aforesaid, this 23rd day of October, 1998.



Notary Public
State of Florida at Large

My Commission expires: **JANET L. JACOBSEN**
Notary Public, State of Florida
My Comm. expires July 23, 2002
Comm. No. CC 747282

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

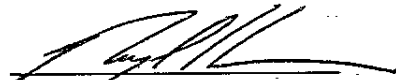
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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Evergreen Holdings, Inc.
2. The name and address of the registered agent and office is:

Nancy L. Hanna
6601 Southpoint Drive North #300
Jacksonville Florida 32216

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.


Nancy L. Hanna

October 23, 1998
Date