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Attorney at Law

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MEMBER:
FLORIDA AND NEW JERSEY BAR

November 17th, 1998

FLORIDA DEPARTMENT OF STATE
ATTENTION: CORPORATIONS NEW FILING DIVISION CORPORATION
DIVISION
POST OFFICE BOX 6327
TALLAHASSEE FLORIDA 32314

Mailing Address :
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET,
TALLAHASSEE, FL 32399

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-11/24/98--01069--019
*****70.00 *****70.00

RE: NEW CORPORATION: ENERGY CONSERVATOIN, INC.

Dear Document examiner of the New filing section:

Please find enclosed the original and one copy of the articles of incorporation for the above company. Please file the original in your offices, and return to me a stamped in copy, at your earliest convenience. I am enclosing a check for \$70.00 and a self addressed stamped envelope, for the return of the stamped in copy.

The \$70.00 check is for the following costs:

1. Filing Fee: \$35.00
 2. Registered Agent Fee: 35.00
- Total : \$70.00

Should you have any questions concerning the above, please do not hesitate to call me collect at (305) 444- 6323

Very Truly Yours,

Steven J. Lachterman, Esquire.

Dmc
12-2-98

FILED
98 NOV 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ENERGY CONSERVATION, INC.

FILED
98 NOV 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person, and competent to contract, hereby forms this following Corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation is **ENERGY CONSERVATION, INC.**

ARTICLE II
PURPOSE

The Corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock ; each to have a par value of One Dollar (\$1.00) Authorized Capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors. of this Corporation at any regular or special meeting.

ARTICLE IV
TERM OF EXISTENCE

This Corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

Mr. STEVEN J. LACHTERMAN, Attorney at Law
3001 Ponce De Leon Boulevard, Suite 244
Coral Gables, Florida 33134

ARTICLE VI
DIRECTOR(S)

This Corporation shall have one (1) director, initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the director, but the number shall never be less than one (1). The name and street address of the initial director of the Corporation is:

Mr. MARK J. MINERVINO
7270 NW 12th Street, Suite 500
Miami Florida 33126

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator is:

Mr. MARK J. MINERVINO
7270 NW 12th Street, Suite 500
Miami Florida 33126

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

ARTICLE IX
CUMULATIVE VOTING

At each election for Director, cumulative voting by shareholder as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

ARTICLE X
PRINCIPAL OFFICE


The principal office of **ENERGY CONSERVATION, INC.** is Care Of

Mr. MARK J. MINERVINO
7270 NW 12th Street, Suite 500
Miami Florida 33126

ARTICLE XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this ____ day of November, 1998


MARK J. MINERVINO
Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared: **MARK J. MINERVINO** who is personally known to me or produced _____, as identification and is to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of November, 1998


NOTARY PUBLIC STATE OF FLORIDA


My Commission Expires:



MARIA A VALIENTE
My Commission CC452627
Expires Apr. 13, 1999
Bonded by HAI
800-422-1555

Acceptance by Registered Agent:

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said offices.



REGISTERED AGENT
Steven J. Lachterman, Esquire

Date: 11-17-98

FILED
98 NOV 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA