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ALFORD, BARBER & MARIANI  
Attorneys at Law

JORDAN HILLS PROFESSIONAL CENTRE  
1550 South Highland Avenue - Suite B  
Clearwater, Florida 33756

Richard L. Alford  
Charles F. Barber  
Timothy K. Mariani\*  
\*Board Certified Wills, Trusts & Estates

Telephone (727) 441-4727  
Facsimile (727) 443-4959  
E-Mail Address  
RICK@ABMLAW.COM

VIA FEDERAL EXPRESS

December 21, 1998  
File No.: 142.00

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: I CONDUIT ELECTRIC, INC.


Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for I Conduit Electric, Inc. along with our firms check in the amount of \$122.50 as the filing fee and certified copy fee for the above corporation. Please return certified copy of the Articles of Incorporation to our Clearwater address listed above. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,

ALFORD, BARBER & MARIANI

  
Terri J. Greenier  
Legal Assistant

FILED  
98 DEC 22 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PMC  
12/28/98

ARTICLES OF INCORPORATION  
OF  
I CONDUIT ELECTRIC, INC.

**FILED**  
98 DEC 22 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of the corporation is I CONDUIT ELECTRIC, INC. and its mailing address is 1108 Lennox Road, West, Palm Harbor, FL 34683.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

**ARTICLE III**

**PURPOSE**

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

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of no par value common stock.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1108 Lennox Road West, Palm Harbor, FL 34683 and the name of the initial registered agent of this corporation at that address is Brian Clay Short.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

**Name**

**Address**

Brian Clay Short

1108 Lennox Road West  
Palm Harbor, FL 34683

**ARTICLE VII**

**INCORPORATOR**

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

**Name**

**Address**

Brian Clay Short

1108 Lennox Road West  
Palm Harbor, FL 34683

**ARTICLE VIII**

**CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of the shareholder's shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE IX**

**PREEMPTIVE 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 or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

AMENDMENT

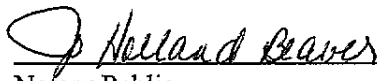
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the 16TH day of December, 1998.

  
Brian Clay Short

STATE OF OHIO  
COUNTY OF CLARK

SWORN TO AND SUBSCRIBED before me, this 16TH day of December, 1998, by Brian Clay Short who is personally known to me or who has produced \_\_\_\_\_ as satisfactory evidence of identification.

  
Notary Public  
JO HOLLAND BEAVER  
Print Name of Notary  
My Commission Expires: AUGUST 15, 1999

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of I CONDUIT ELECTRIC, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 16<sup>th</sup> day of December, 1998.

  
\_\_\_\_\_  
Brian Clay Short, as Registered Agent

**FILED**  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA