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Pappas & Garcia

*A Partnership of Professional Associations
Counselors at Law*

*225 East Robinson Street
Suite 540, Landmark Center Two
Orlando, Florida 32802-2529*

*Telephone (407) 648-2555
November 15, 1999*

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VIA FEDERAL EXPRESS

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

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*****35.00 *****35.00

RE: HERITAGE ELECTRICAL COMPANY, INC.

Dear Sir or Madam:

Enclosed please find the original and one duplicate of the Amended Articles of Incorporation for the above-referenced proposed corporation. Also enclosed is our firm check in the amount of \$35.00 filing fees. Please return the duplicate original Articles certified to me, via regular mail. I have also enclosed a stamped addressed envelope for your convenience in doing so

Thank you for your attention to this matter and please call me if you have any questions.

Sincerely,

Mario Garcia
Mario A. Garcia

*Amend
1-21-00
JMS*

MAG/vs
Encl.

cc: Heritage Electrical Company, Inc.

FILED
00 JAN 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mario A Garcia PA

Counselor at Law

*315 East Robinson Street
Suite 160, Landmark Center One
Orlando, Florida 32801*

Telephone (407) 447-9000

Facsimile (407) 447-9003

January 11, 2000

Doug Spitler
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: Heritage Electrical Company, Inc.
Letter Number: 299A00055879

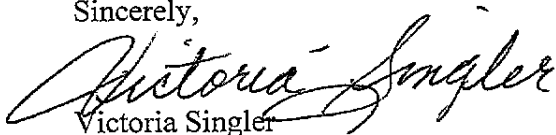
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TALLAHASSEE, FLORIDA

Dear Mr. Spitler:

Per your letter of November 22, 1999, enclosed for processing is the Articles of Amendment to Articles of Incorporation of Heritage Electrical Company, Inc. I believe you still have our firm check in the amount of \$35.00 in your file.

Thank you for your assistance and please feel free to contact this office should you have any questions or concerns.

Sincerely,



Victoria Singler
Legal Assistant to Mario Garcia

/vs

encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 22, 1999

PAPPAS & GARCIA ATTN: MARIO A. GARCIA
LANDMARK CENTER TWO, SUITE 540
225 EAST ROBINSON STREET
ORLANDO, FL 32802-2529

SUBJECT: HERITAGE ELECTRICAL COMPANY, INC.
Ref. Number: P99000032706

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HERITAGE ELECTRICAL COMPANY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 299A00055879

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HERITAGE ELECTRICAL COMPANY, INC.**

The undersigned President of HERITAGE ELECTRICAL COMPANY, INC., hereby certifies that on the 10 day of DEC, 1999, the sole members of the Board of Directors and all of the Shareholders of Heritage Electrical Company, Inc. (such Shareholders being the only class designated to vote on such amendment and such Shareholders constituting a sufficient number of votes cast for approval of the amendment), by written action in lieu of a joint special meeting a resolution amending Article II and Article VI of the Articles of Incorporation of Heritage Electrical Company, Inc., and that the following is a true and correct copy of said resolution:

"RESOLVED, that Article II of the Articles of Incorporation is hereby amended as follows:

that the address of the registered office in the State of Florida is 315 East Robinson Street, Suite 160, in the City of Orlando, County of Orange. The name of the registered agent at such address is Mario A. Garcia.

RESOLVED, that Article VI of the Articles of Incorporation is hereby amended as follows:

that the names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| William P. Brown | 17830 Front Street Mt. Dora, Florida 32757 |
| Ron Fisher | 134 Grove Park Woodstock, Georgia 30188 |
| Patrick W. Brown | 235 Hedge Row Hollow Rosewell, Georgia 30076 |
| Chuck Daniels | 5229 Camden Lake Parkway Acworth, Georgia 30101 |
| Keith A. Daniels | 212 Coleman's Bluff Drive Woodstock, Georgia 30188 |

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STATE
TALLAHASSEE, FLORIDA

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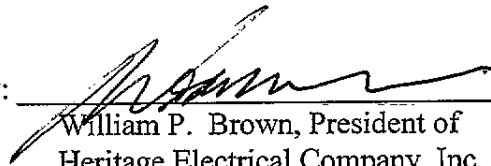
FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to take any and all action necessary to effect such amendment."

Executed this 10 day of December 1999.

HERITAGE ELECTRICAL COMPANY, INC.

(CORPORATE SEAL)

By: _____


William P. Brown, President of
Heritage Electrical Company, Inc.


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

In compliance with the Florida Business Corporation Act, the following is submitted:

HERITAGE ELECTRICAL COMPANY with its place of business at 17830 Front Street, Mt. Dora, Florida, County of Orange, has named Mario A. Garcia, whose location is 315 E. Robinson St., Suite 160, Orlando, Orange County, Florida, as its agent to accept service of process within Florida.

Having been named to accept service of process for at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 19th day of January 2000.



MARIO A. GARCIA
Registered Agent

FILED
00 JAN 21 PM 3:32
CLERK OF STATE
TALLAHASSEE, FLORIDA