

P99000037439

1806 Banyan Creek Circle, North  
Boynton Beach, Florida 33436

April 19, 1999

Secretary of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32399

300002845733--9  
-04/21/99-01036-019  
\*\*\*122.50 \*\*\*\*\*78.75

Re: B & T Electric, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of the proposed Articles of Incorporation for B & T Electric, Inc., together with check in the amount of \$122.50 for the filing fee. After filing, would you kindly return a Certified Copy to the undersigned at the above address.

Thank you. If you need anything further, please contact us.

Sincerely,

*Robert A. Terry, Jr., by*

Robert A. Terry, Jr.,

/RAT

FILED  
99 APR 21 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CB  
4-20-99*

ARTICLES OF INCORPORATION

OF

B & T ELECTRIC, INC.

Article 1 - Name

The name of this corporation is B & T ELECTRIC, INC.

Article 2 - Duration

This corporation shall exist perpetually.

Article 3 - Purpose

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

Article 4 - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock.

Article 5 - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 1806 Banyan Creek Circle North, Boynton Beach, Florida 33436. The initial Registered Agent of this corporation is ROBERT A. TERRY, JR., whose street address is 1806 Banyan Creek Circle North, Boynton Beach, Florida 33436.

Article 6 - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than two. The name and address of the initial directors of this corporation are:

ROBERT A. TERRY, JR.	1806 Banyan Creek Circle North
President	Boynton Beach, FL 33436

PETER BAYER	8326 Bermuda Sound Way
Vice President/Secretary	Boynton Beach, FL 33436

#### Article 7 - Incorporator

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

ROBERT A. TERRY, JR.      1806 Banyan Creek Circle North  
Boynton Beach, FL 33436

#### Article 8 - Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

#### Article 9 - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

#### Article 10 - Calling of Special Meetings

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

#### Article 11 - Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

#### Article 13 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Article 14 - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

Article 15 - 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of April, 1999.

Robert A. Terry Jr.  
Robert A. Terry Jr.

STATE OF FLORIDA       )  
                                  :  
COUNTY OF BROWARD    )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ROBERT A. TERRY, JR., the person who executed the foregoing Articles of Incorporation and who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 16 day of April, 1999.

Bonita L. Johnston  
Notary Public  
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to Chapters 48.091(1)  
and 607.034 of the Florida Statutes:

B & T ELECTRIC, INC., desiring to organize under the laws  
of the State of Florida, being in the County of Palm Beach, at 1806  
Banyan Creek Circle North, Boynton Beach, Florida 33436, has named  
ROBERT TERRY, located at that same address, as its initial  
registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above stated corporation, at the initial registered office of the  
Corporation in this State, I hereby accept to act in this capacity  
and agree to comply with the provisions of said statute relative to  
keeping the registered office of the corporation open from 10:00  
A.M. to noon each day, except Saturdays, Sundays and legal  
holidays, and to post therein a sign designating the name of the  
corporation and the name of its registered agent.

DATED this 16 day of April, 1999.

  
Robert A. Terry, Jr.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA