

ARTICLES OF INCORPORATION
OF
P & L ELECTRIC SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions for the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of the corporation shall be P & L ELECTRIC SERVICE, INC.
hereinafter referred to as the corporation.

ARTICLE TWO

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned as fully and to the same extents as natural persons or could do, viz:

- a) To carry on the business of an electric service company and any allied activities, and enter into or engage in any such business trade or enterprise that will be considered profitable to the corporation.
- b) To borrow money and contract debts when necessary for the transaction of its business for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness and to secure the same

by mortgage or mortgages, or deed or deeds of trust or pledge or lien upon any or all of the property, rights, privileges or franchises of the corporation wheresoever situated, acquired, to sell , pledge or otherwise dispose of any or all debentures or other bonds, notes or obligations in such manner and upon such terms as the Board of Directors may deem judicious.

c) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable in this corporation and in conformity with the laws of the State of Florida, to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation, and to have any and all powers above set forth as fully as natural persons whether as principals, agents, trustees or otherwise.

d) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and dependencies of the United States of America and in foreign countries, without restriction to place or amount.

e) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms or individuals and to do every other act or acts, thing and things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any parts thereof, provided the same is consistent with the laws under which this Corporation is organized.

ARTICLE THREE

The amount of capital with which this corporation shall commence business with is FIVE (5) THOUSAND DOLLARS.

ARTICLE FOUR

The principal place of business of the said corporation shall be P.O.Box 23279 Jacksonville, Fl. 32241-3279 with the privilege of having branch offices at any other place within and without the State of Florida.

ARTICLE FIVE

The affairs of the corporation shall be conducted by a Board of Directors of not less than two, nor more than seven (7) directors who need not be stockholders.

ARTICLE SIX

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen are:

WILLIAM B. PONCE	Pres & Treas.	3916 Sierra Madre Dr. N. Jacksonville, Fl. 32217
WILLIAM SCOTT LILLY	V.Pres & Secty	3362 Guernsey Ct. Jacksonville, Fl. 32226

ARTICLE SEVEN

The existence of this corporation shall be perpetual.

ARTICLE EIGHT

The registered Agent for the said corporation shall be WILLIAM SCOTT LILLY, and said address of Registered Agent shall be 3362 Guernsey Jacksonville, Fl. 32226

ARTICLE NINE

The total number of shares of capital stock which may be issued by the corporation is Two (2) Million shares of .02 cents par value, all of which shall be payable in cash, Property, labor of services at a just value to be fixed by the Board of Directors at a Meeting called for that purpose.

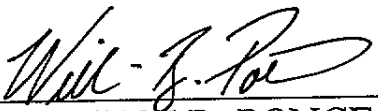
ARTICLE TEN

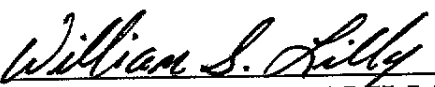
The highest amount of indebtedness to which this corporation shall obligate itself will be Five Million (5,000,000) Dollars.

ARTICLE ELEVEN

Stockholders of this corporation may enter into such stockholders and trustee agreements as they may see fit wherein and whereby such stockholders may limit their rights by virtue of such stockholders and trustee agreements.

IN WITNESS WHEREOF, WE, undersigned incorporators have hereunto set our hand and seal this ^{July} 19th day of ~~SEP~~, 1999 for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of the State of Florida, this certificate of incorporation and to Certify that the facts herein stated are true.


WILLIAM B. PONCE
3916 Sierra Madre Dr. n.
Jacksonville, Fl. 32217


WILLIAM SCOTT LILLY
3362 Guernsey Ct.
Jacksonville, Fl. 32226

STATE OF FLORIDA)

COUNTY OF DUVAL)

Before me this day personally appeared WILLIAM B. PONCE & WILLIAM SCOTT LILLY, known to me to be the individuals described herein and who executed the foregoing certificate of incorporation and acknowledged that they executed the same for the purposes therein expressed.

W.D. Lanier, Jr.

Notary Public W. D. LANIER, JR.
COMMISSION # CC 688124
EXPIRES OCT 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

I WILLIAM SCOTT LILLY hereby acknowledge my appointment as Registered Agent for P & L ELECTRIC SERVICE, INC. and affix my signature to these papers of Incorporation.

William S. Lilly
Registered Agent

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DUVAL)

Before me this 19th day of ~~April~~ ^{July}, 1999 personally appeared WILLIAM SCOTT LILLY to me known to be the individual described above and who executed the foregoing acknowledgement as Registered Agent for P & L ELECTRIC SERVICE, INC.

W.D. Lanier, Jr.

NOTARY PUBLIC
W. D. LANIER, JR.
COMMISSION # CC 688124
EXPIRES OCT 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.