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DUNEDIN, FLORIDA 34697

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August 26, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002972983--4
-08/30/99-01031--019
*****78.75 *****78.75

Re: EARLE ELECTRIC, INC.

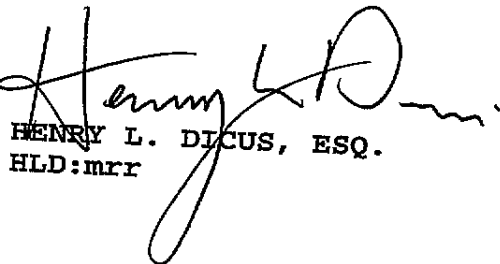
Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation. I understand you will return the certified copy of the Articles of Incorporation to my office.

Also enclosed is check in the sum of \$78.75 to cover the following:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Resident Agent	
Designation	\$35.00
	<hr/>
	\$78.75

Sincerely,


HENRY L. DICUS, ESQ.
HLD:mrr

FILED
99 AUG 30 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EARLE ELECTRIC, INC.

FILED
99 AUG 30 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is EARLE ELECTRIC, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to engage in electrical repairs and contracting, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these article of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country. And further to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his 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 VI - CORPORATION PRINCIPAL OFFICE AND
MAILING ADDRESS**

The street address of the principal office of this corporation is 220 Douglas Avenue, Dunedin, Florida 34698. The mailing address of the corporation is 220 Douglas Avenue, Dunedin, FL 34698.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is 220 Douglas Avenue, Dunedin, Florida 34698 and the initial registered agent of the corporation at that address is Evan C. Earle.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member(s) who shall serve initially as the same until such time as a successor or successors are elected. The number of Directors may be increased or decreased from time to time by the Bylaws.

The names and addresses of the person(s) who shall serve as initial directors until their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Evan C. Earle	220 Douglas Avenue Dunedin, Florida 34698

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of the corporation are: Evan C. Earle, 220 Douglas Avenue, Dunedin, Florida 34698, who shall serve as President, Secretary and Treasurer.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these articles are: Evan C. Earle, 220 Douglas Avenue, Dunedin, Florida 34698.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Article of Incorporation on the date of signing.

Dated: 8-27-99



Evan C. Earle, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

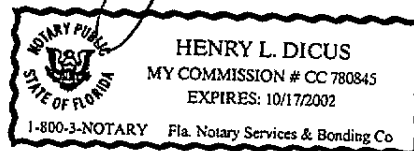
The foregoing instrument was acknowledged before me this 27th day of August, 1999, by Evan C. Earle, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: 

Print: _____

My commission expires: _____



CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
99 AUG 30 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that EARLE ELECTRIC, INC.

Desiring to organize or qualify under the laws of the State of Florida, has named Evan C. Earle located at 220 Douglas Avenue, Dunedin, Florida 34698 as its agent to accept service of process within Florida.

Dated: 8-27-99



Evan C. Earle
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 8-27-99



Evan C. Earle
Registered Agent