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October 7, 1999

Calla Lily, Inc.
3910 Country Club Blvd.
Cape Coral, Fl. 33904
941-549-4322

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

400003016214--9
-10/15/99--01060--014
*****78.75 *****78.75

RE: SWITCH ELECTRIC, INC.

Division of Corporations:

Enclosed please find Articles of Incorporation for SWITCH ELECTRIC, INC.
along with a check in the amount of \$78.75 for the filing fee, certified copy and
designation of registered agent and a certificate of Incorporation.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date
stamped on it.

Thank You,

Calla Lily, Inc.


Etta R. Kohl, President

Enclosures

FILED
99 OCT 15 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/12 Spoke with Etta Kohl
Informed client by ~~letter~~ phone
Added title incorporator and
Corrected principal address.

W-24103

S. Thompson NOV 12 1999

November 9, 1999

**Calla Lily, Inc.
3910 Country Club Blvd.
Cape Coral, FL 33904
941-549-4322**

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

RE: CNW Electric, Inc.

Division of Corporations:


Enclosed Please find Articles of Incorporation for CNW Electric, Inc. and a designation of registered agent.

This is a return of Switch Electric, Inc. which you rejected filing because the name was similar to others. See copy of your letter enclosed.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date stamped on it.

Thank You,

Calla Lily, Inc.


Etta R. Kohl, President

Enclosures 3



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 20, 1999

ETTA R. KOHL
C/O CALLA LILY, INC.
3910 COUNTRY CLUB BLVD.
CAPE CORAL, FL 33904

SUBJECT: SWITCH ELECTRIC, INC.
Ref. Number: W99000024103

We have received your document for SWITCH ELECTRIC, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The registered agent must have a Florida street address. A post office box is not acceptable.

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 999A00050447

ARTICLES OF INCORPORATION

OF

CNW ELECTRIC, INC.

ARTICLE 1. NAME

The name of this corporation shall be:

CNW ELECTRIC, INC.

ARTICLE 11. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE 111. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of Common Stock, with a par value of \$1.00 per share of common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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TALLAHASSEE FLORIDA

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder on the terms set forth above, this provision shall be binding upon the personal representative of the shareholder.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this Corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Director is:

Richard L. Christensen, 176 Fiore Ct., Ft. Myers, FL 33903-3707

Todd Damon Wiebe, 1113 SE 30th St., Cape Coral, FL 33904-0000

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE &
INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 176 Fiore Ct., Ft. Myers, FL. 33903-3707

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Etta R. Kohl, 3910 Country Club Blvd., Cape Coral, FL 33904

ARTICLE X. INCORPORATOR

The name and address of the individual who will serve as this corporation's incorporator is: Etta Kohl , Calla Lily, Inc., 3910 Country Club Blvd., Cape Coral, FL 33904.

ARTICLE VII AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE VIII CORPORATE SEAL

There shall be a corporate seal.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607-0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is **CNW ELECTRIC, INC.**
2. The name and address of the registered agent is: **Etta R. Kohl,
3910 Country Club Blvd., Cape Coral, FL 33904-5174**
3. The office address of the corporation is: **176 Fiore Ct. Ft. Myers,
FL 33903-3707**

Dated this 9th day of November, 1999.

CNW ELECTRIC, INC.

By: *Etta R. Kohl*
Etta R. Kohl, Secretary

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 9th day of November 1999.

Etta R. Kohl
Etta R. Kohl, Registered Agent / Incorporator