

**ARTICLES OF INCORPORATION
OF
HORIZON ELECTRICAL & INDUSTRIAL, INC.**

1. The name of the corporation is Horizon Electrical & Industrial, Inc.
2. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 per share.
3. The street address of the initial registered office of the corporation is 7069 North Highfield Drive, Birmingham, Alabama 35242, and the name of its initial registered agent at that office is C. Stephen Jager.
4. The name and street address of the incorporators of the corporation are:

<u>Name</u>	<u>Address</u>
Frank A. Davis	1927 Westover Lane Kennesaw, Georgia 30152
C. Stephen Jager	7069 North Highfield Drive Birmingham, Alabama 35242

5. The number of directors constituting the initial board of directors of the corporation are three, and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Frank A. Davis	1927 Westover Lane Kennesaw, Georgia 30152
Michelle Dunning	5050 Linwood Drive Hoover, Alabama 35244-1900
C. Stephen Jager	7069 North Highfield Drive Birmingham, Alabama 35242

6. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to, the acquisition, purchase, transfer and sale of electrical components, switches and other goods of any kind or nature, primarily to the electrical and industrial industry, whether as a manufacturers representative, distributor or otherwise.

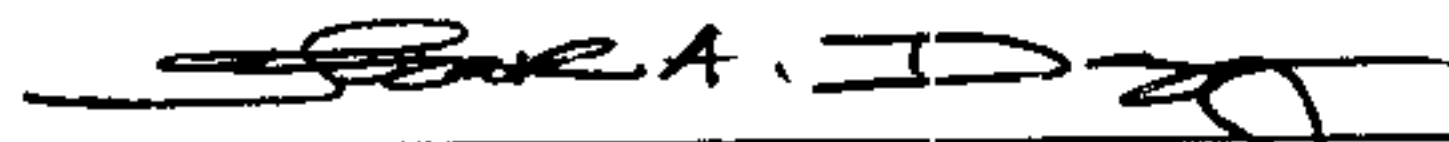
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7. The shareholders of the corporation reserve the right to adopt the initial bylaws of the corporation.

8. The business and affairs of the corporation shall be managed and regulated by the board of directors of the corporation.

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 16th day of May, 2001.


Frank A. Davis, Incorporator


C. Stephen Fager, Incorporator

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Horizon Electrical & Industrial, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Fid Philips, 600 20th St N Ste 400, Birmingham, AL 35203 for a period of one hundred twenty days beginning April 16, 2001 and expiring August 15, 2001.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 16, 2001

Date

Jim Bennett

A handwritten signature in dark ink, appearing to read "Jim Bennett", written over a horizontal line.

Secretary of State

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