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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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FILING

Foreign

1.) Showpower, Inc.

2.) (CORPORATE NAME & DOCUMENT #)

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*****70.00 *****70.00

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

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6.) (CORPORATE NAME & DOCUMENT #)

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8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED 98 JAN 28 AM 10:53 DIVISION OF CORPORATIONS

FILED 98 JAN 28 AM 11:33 SECRETARY OF STATE DIVISION OF CORPORATIONS

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Showpower, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California
(State or country under the law of which it is incorporated)
3. 95-4321609
(FEI number, if applicable)
4. May 9, 1991
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 05, 1998 (anticipated)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 18128 S. Santa Fe Ave.
Rancho Dominguez, CA 90221
(Current mailing address)
8. engage in any lawful act or activity permitted by a foreign corporation under the General Corporation Law of Florida, including the provision of temporary services.
~~electric generators, heating, air conditioning and ventilation equipment & services.~~
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box acceptable)
Name: Ed Wujciak
Office Address: 460 N.W. 112th Terrace
Miami, Florida, 33168
(Zip Code)

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NOT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ed J. Wujciak
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Jeffrey B. Stone

Address: 18128 S. Santa Fe Avenue, Rancho Dominguez, CA 90221

Directors David C. Bernstein, John J. Campion, Robert E. Masterson

~~Vice Chairman~~ Joseph A. Ades

Address: 18128 S. Santa Fe Ave,
Rancho Dominguez, CA 90221

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Laurence Anderson

Address: 18128 S. Santa Fe Avenue,
Rancho Dominguez, CA 90221

Vice President:(s) Stephen R. Bernstein (Exec. V.P.), Gary Rosner, V.

Address: 18128 S. Santa Fe Ave.,
Rancho Dominguez, CA 90221


Secretary: Stephen R. Bernstein

Address: 18128 S. Santa Fe Ave.
Rancho Dominguez, CA 90221

Treasurer: Stephen R. Bernstein

Address: 18128 S. Santa Fe Ave.
Rancho Dominguez, CA 90221

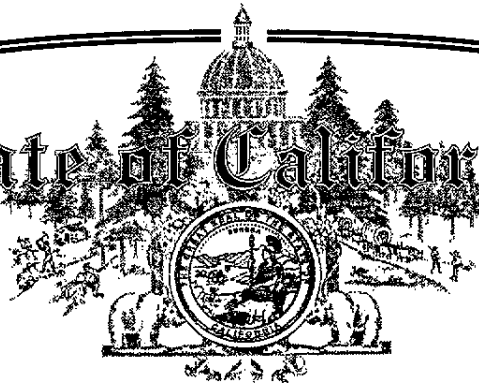
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen R. Bernstein, Exec. Vice Pres., Secretary
(Typed or printed name and capacity of person signing application)

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 9th day of May, 1991,

SHOWPOWER, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

January 13, 1998.



Secretary of State