

F99000006559

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Power Systems Development, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

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-12/16/99--01059--007
*****78.75 *****78.75

Paul C. O'Connor
(Name of Person)

P.S.D., Inc.
(Firm/Company)

800 Market Avenue North; Suite 1500
(Address)

Canton, OH 44702
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Paul C. O'Connor at (330) 452-4434
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

WB
12-21-99

**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. Power Systems Development, 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. Ohio 3. 34-1258868
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Sept. 15, 1978 5. Perpetual 12/10/99
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December 10, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 800 Market Avenue North; Suite 1500
Canton, OH 44702
(Current mailing address)

8. To design, supervise and contract for the installation of electrical systems and all other legal purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, FL, Florida, 33324
(Zip code)

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10. Registered agent's acceptance:

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.


(Registered agent's signature)

Gil S. Apolis, Asst. Secretary

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: Robert L. Hoffman
Address: 73 West Drive
Hartville, OH 44632

Vice Chairman: _____
Address: _____

Director: Robert R. Hoffman
Address: 2575 Oakway
North Canton, OH 44720

Director: Paul C. O'Connor
Address: 919 Knollwood, NW
Canton, OH 44708

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

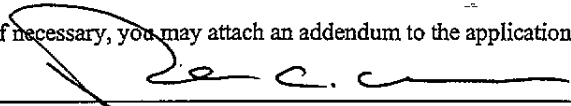
President: Paul C. O'Connor
Address: 919 Knollwood, NW
Canton, OH 44708

Executive Vice President: Robert R. Hoffman
Address: 2575 Oakway
North Canton, OH 44720

Secretary: Robert L. Hoffman
Address: 73 West Drive
Hartville, OH 44632

Treasurer: Robert L. Hoffman
Address: 73 West Drive
Hartville, OH 44632

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. Paul C. O'Connor - President
(Typed or printed name and capacity of person signing application)

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AND
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ADDITIONAL OFFICERS OF P.S.D., INC.

PARTNERS OR CORPORATE OFFICERS NAMES	TITLE
Douglas A. McCray 1704 Maple Square NE Bolivar, OH 44612	Vice President and Director Of Engineering
James D. Krammes 7362 Braucher NW North Canton, OH 44720	Vice President and Director Of Project Management
R. J. Filippino 902 Wise SE North Canton, OH 44720	Vice President and Director Of Sales
Robert R. Hoffman 2575 Oakway North Canton, OH 44720	Assistant Secretary

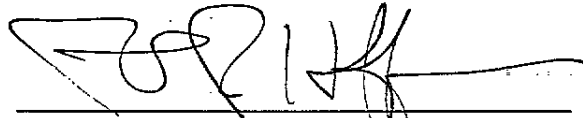
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TALLAHASSEE, FLORIDA

ACTION OF THE DIRECTORS

OF P. S. D., INC.

Pursuant to the authority of Section 1701.54 of the Ohio Revised Code, the following action was taken by the directors of P. S. D., Inc., an Ohio corporation, by means of their unanimous consent this 10th day of December, 1999 take the following action:

RESOLVED that P.S.D., Inc. will register to do business in the State of Florida under the alternate name of Power Systems Development, Inc..



Robert R. Hoffman, Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

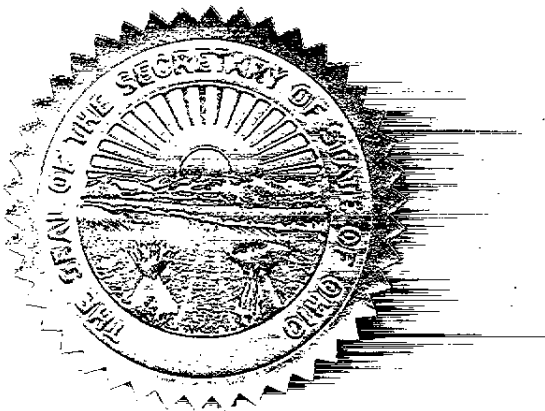


I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show P.S.D., INC., an Ohio Corporation, Charter No. 522740, having its principal location in Canton, county of Stark, was incorporated on September 15, 1978, is currently in GOOD STANDING upon the records of this office.

WITNESS my hand and official seal

at Columbus, Ohio on

December 13, 1999



J. Kenneth Blackwell
Secretary of State

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