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TRANSMITTAL LETTER  
FILED

00 JUL 14 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

100003323201 --- 7  
-07/14/00--01050--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Power 1 Industrial Battery Systems, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: John A. Loytz Jr  
Name (Printed or typed)

13810 Suzann Park Drive N. # 626  
Address

JACKSONVILLE FL 32224  
City, State & Zip

904-591-2959 / 904-737-0073  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Pat  
5/19/04 ✓

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
POWER 1 INDUSTRIAL BATTERY SYSTEMS, INC.

ARTICLE I

NAME:

The name of this corporation is:

POWER 1 INDUSTRIAL BATTERY SYSTEMS, INC.

ARTICLE II

PURPOSE:

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

CAPITAL STOCK:

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

ARTICLE IV

PREEMPTICE RIGHTS:

The corporation elects to have preemptive rights.

## ARTICLE V

### RIGHT OF FIRST REFUSAL:

In the event a shareholder received a bona fide offer acceptable to him or her for the purchase of all or a portion of his or her shares (or any rights or interests therein), such shareholder (hereinafter referred to as the "Offering Shareholder", shall give written notice of such offer to the Secretary of the Corporation and to all other shareholders by registered mail at the addresses listed in the corporation's books. The notice to the corporation shall be sent to the corporate officers. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price per share, and all other terms and conditions of the proposed transfer.

Any other stockholder of the corporation will have 15 days to signify his or her intention to buy, his or her tender of price to the stockholder intending to sell, and will also notify the corporation in writing, of his or her intention of exercising the rights granted by these article.

If more than one stockholder intends to exercise the right to purchase, then, in that event, each one will have the right to purchase pro rata; "pro rata" meaning, in this article, in a proportion where the numerator is the number of shares already owned by the shareholder exercising the right and where the denominator is the sum of all the shares already owned by all shareholders timely expressing their intent to exercise the right to purchase. In case any shareholder showing an intent to exercise his right, and the number of whose shares of stock has been employed in the above computation, would later desist to purchase, the right of such shareholder shall accrue, pro rata, as defined above, to the other stockholders having timely expressed their intention to purchase.

Similar rights of purchase or option to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders become bankrupt, file for voluntary bankruptcy or someone files to have him declared bankrupt, file for voluntary bankruptcy or someone files to have him declared bankrupt, or mails and assignment in favor of creditors. The purchase price per share of stock in these cases will be determined by evaluation to be made about the middle of the fiscal year of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such shares, using approved accounting methods.

All certificate of shares of this corporation will carry a rubber stamp reading: "These shares are subject to the provision of Article V of the Articles of Incorporation in regard to prior offer to other stockholders".

Any attempted sale in violation of the provisions of this Article is null and void.

## ARTICLE VI

### MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT:

The mailing address of the Corporation is 6005-107 Powers Avenue, Jacksonville, Florida 33217. The Registered Agent is John A. Locht, Jr., and the initial registered office is 6005-107 Powers Avenue, Jacksonville, Florida 32217.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS:

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

This corporation reserves the rights granted by section 607.0732(1)(a) of the Florida Statutes, as presently enacted, of eliminating the board of directors or of restricting its discretionary powers.

## ARTICLE VIII

### INCORPORATORS:

The name and address of the person signing these articles is:

Name:

John A. Locht, Jr.

Street Address:

6005-107 Powers Avenue  
Jacksonville, Florida 32217

## ARTICLE IX

### OFFICERS:

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws. While the by-laws do not provide otherwise, this corporation shall have a president, vice-president, secretary, and treasurer.

A duly appointed officer of this corporation may appoint one or more assistant officers to help the officer so-appointing in such officer's functions. The initial officers are:

John A. Locht, Jr. – President, Vice-President, Secretary, and Treasurer.

## ARTICLE X

### BY-LAWS:

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, by notice to this corporation shall always be in writing, in the manner set fort in Section 607.0141 of the Florida Statues as presently enacted.

## ARTICLE XI

### PROCEDURE IN CASE OF DEADLOCK:

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decisions to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in the State of Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the partied in deadlock. If any party refuses to appoint the attorney or certified public account the other party may petition the Duval County Bar Association and or the Duval County CPA Association, to nominate, in the stead of the non-nomination party, an attorney or certified public accountant, and the attorney or any certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article. The parties in deadlock shall have thirty days, from the date of the deadlock, to nominate the attorney or certified public accountant, pursuant to the foregoing.

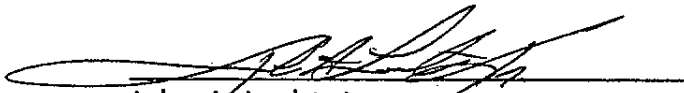
The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the costs incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties.

## ARTICLE XII

### DATE OF COMMENCEMENT:

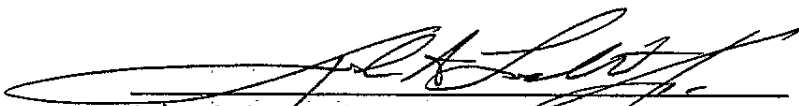
The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 11<sup>th</sup> day of July, 2000.



John A. Locht, Jr.

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



John A. Locht, Jr.  
Registered Agent

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