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October 3, 2000

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****122.50 ****78.75

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

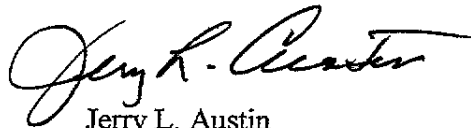
Re: POWER & CONTROLS, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50 payable to the Secretary of State.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent Designation for the above named corporation.

Respectfully submitted,



Jerry L. Austin
President

POWER & CONTROLS, INC.
16404 Ashwood Drive
TAMPA, FL 33624

(813) 962-3680

FILED
00 OCT -9 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 10/10

ARTICLES OF INCORPORATION

OF

POWER & CONTROLS, INC.

The undersigned subscribers(s) to the Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – CORPORATE NAME

The name of the corporation is: **POWER & CONTROLS, INC.**

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1000) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**POWER & CONTROLS, INC.
16404 ASHWOOD DRIVE
TAMPA, FL 33624**

The name and address of the Initial Registered Agent of this corporation is:

**JERRY L. AUSTIN
16404 ASHWOOD DRIVE
TAMPA, FL 33624**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

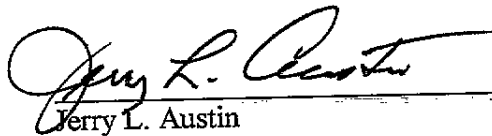
JERRY L. AUSTIN
16404 ASHWOOD DRIVE
TAMPA, FL 33624

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

JERRY L. AUSTIN
16404 ASHWOOD DRIVE
TAMPA, FL 33624

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of October, 2000.

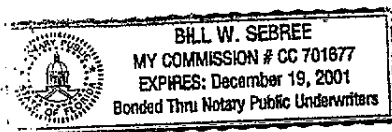

Jerry L. Austin

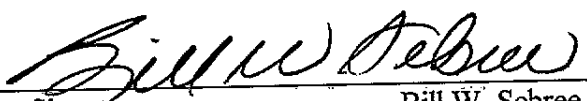
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jerry L. Austin, known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation and that an oath was not taken.

Notary Stamp Seal:

Witness my hand and official seal in the County and State last aforesaid this 3rd day of September, 2000.




Notary Signature Bill W. Sebree

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

POWER & CONTROLS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

At 16404 ASHWOOD DRIVE
TAMPA, FL 33624

Has named Jerry L. Austin, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with provisions of Florida Law in keeping open said office.



Registered Agent Signature, Jerry L. Austin

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -9 AM 10:37

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