



Industries, Ltd.

Centergy, Inc. - General Partner

Fuel-Free Electricity · Power · Torque

27 FEBRUARY 2001
P01000021129

Ms. Katherine Harris
Secretary of State
FLORIDA DEPT. OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 26 PM 3:50

FILED

Re: Formation of MNL-WITZ, INC.

Dear Ms. Secretary of State,

Enclosed herewith are the Articles of Incorporation of the above named corporation (in Duplicate.)

Please remit one copy of the above documents marked "FILED."

Also enclosed is check #1816 MNL LTD. in the amount of \$78.25 in payment of the costs.

Thank you for your expeditious handling of this matter.

Sincerely,

Patricia Leibowitz
PATRICIA LEIBOWITZ
Secretary/Treasurer

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3 Encls.

ARTICLES OF INCORPORATION

MNL-WITZ, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is MNL-WITZ, INC.

ARTICLE TWO

CORPORATION DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The general purpose for which the corporation is organized is:

1. To sell MNL TORX ENGINE TM Licenses and MNL HELICAL FORCE ENGINE TM Licenses to qualified Licenses Worldwide for profit.

2. To do such other things as are incidental to the foregoing as necessary and desirable in order to accomplish paragraph 1 above.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is One (1) Million no par value shares of Common Stock. Such shares shall be of a single class.

ARTICLE FIVE

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1155 Hillsboro Mile, Suite #602, Hillsboro Beach, FL 33062-1744 and the name and address of the initial registered agent at such address is PATRICIA LEIBOWITZ, at same above address.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors is two. The names and addresses of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
MARTIN NICK LEIBOWITZ	1155 Hillsboro Mile #602 Hillsboro Beach, FL 33062-1744
PATRICIA LEIBOWITZ	Same as above

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TALLAHASSEE, FLORIDA


ARTICLE SEVEN


INCORPORATORS

The name and address of each incorporator and subscriber of the shares authorized hereunder at no par value is:


<u>NAME</u>	<u>ADDRESS</u>
MARTIN NICK LEIBOWITZ	1155 Hillsboro Mile #602 Hillsboro Beach, FL 33062-1744
PATRICIA LEIBOWITZ	Same as above

Executed by the undersigned this 22nd day of February 2001:


MARTIN NICK LEIBOWITZ
INCORPORATOR


PATRICIA LEIBOWITZ
INCORPORATOR

Having been named Registered Agent to accept service of process for the above named corporation at the place designated in the Certificate of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

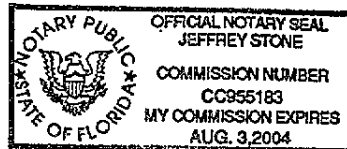

PATRICIA LEIBOWITZ
Registered Agent
Date: 22 February 2001

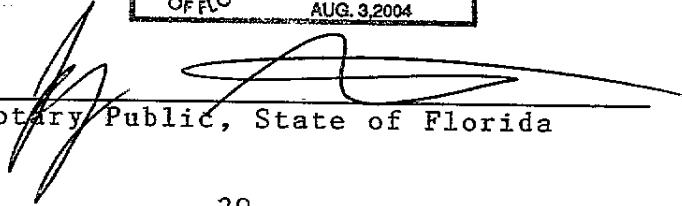
ACKNOWLEDGEMENT

STATE OF FLORIDA :
COUNTY OF BROWARD :

Personally appeared before me, the undersigned authority to me known to be the incorporators and Registered Agent described in the foregoing Certificate of Incorporation of MNL-WITZ, INC., and they acknowledged the same, and after being by me duly sworn, upon oath deposes and says: that it is intended in good faith to carry out the purpose and objects set forth herein.

Sworn to and Subscribed
before me this 22 day
of February, 2001





Notary Public, State of Florida

My Commission Expires: _____ 20 _____