

Charter Number Only

PO100002248

Requestor's Name
Address
City State ZIP Phone

AVAILABILITY ONLY

800003795348--8
-03/02/01--01028--001
*****70.00 *****70.00

CORPORATION(S) NAME

Power & Air Management Systems, Inc.



Empire Toll Free: 1-800-432-3028

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -2 AM 9: 21
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
POWER & AIR MANAGEMENT SYSTEMS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is POWER & AIR MANAGEMENT SYSTEMS, INC. and its initial address is c/o Law Offices of Joseph E. Burns P.A., 1975 East Sunrise Boulevard, Suite 752, Fort Lauderdale Florida 33304.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of One Cent (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this Corporation is Law Offices of Joseph E. Burns P.A., 1975 East Sunrise Boulevard, Suite 752, Fort Lauderdale Florida 33304.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director(s) initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial Director(s) of this Corporation are:

NAME

ADDRESS

Glen Thomas Pettinati

13 Rosebay Ct., Germantown, MD 20874

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

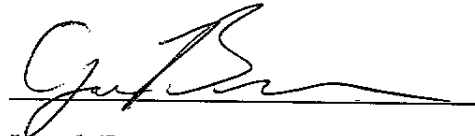
The name and address of the incorporator to these Articles is Law Offices of Joseph E. Burns P.A., 1975 East Sunrise Boulevard, Suite 752, Fort Lauderdale Florida 33304.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this February 27, 2001.

Incorporator



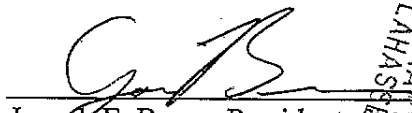
Joseph E. Burns, President, for
Law Offices of Joseph E. Burns, P.A.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 27th DAY OF FEBRUARY 2001.

Registered Agent


Joseph E. Burns, President, for
Law Offices of Joseph E. Burns,

01 MAR 27 AM 9:35
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TALLAHASSEE FLORIDA