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ACCOUNT NO. : 072100000032

REFERENCE : 919989 4331109

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizub

FILED
01 OCT 12 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 12, 2001

ORDER TIME : 11:09 AM

ORDER NO. : 919989-005

400004634584--5

CUSTOMER NO: 4331109

CUSTOMER: Mr. Steve Hannan
Florida Crystals Corporation

Suite 200
One North Clematis Street
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: COGENERATION MANAGEMENT
COMPANY

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

Ps 10/12/01

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01 OCT 12 PM 12:13
DIVISION OF CORPORATION

COGENERATION MANAGEMENT COMPANY

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Articles of Incorporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator subscribes to the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

Article I

Name. The name of the corporation is: Cogeneration Management Company

Article II

Address. The street address and mailing address of the initial principal office of the corporation is:

One North Clematis Street, Suite 200
West Palm Beach, Florida 33401

Article III

Capital Stock. The number of shares the corporation is authorized to issue is Ten Thousand (10,000) shares Common Stock having a par value of One Dollar (\$1.00) per share.

Article IV

Registered Office and Registered Agent. The street address of the corporation's initial registered office and the name of its initial registered agent at such office are:

Armando A. Tabernilla, Esq.
One North Clematis Street, Suite 200
West Palm Beach, Florida 33401

Article V

Incorporator. The name and address of the incorporator is:

Armando A. Tabernilla, Esq.
One North Clematis Street, Suite 200
West Palm Beach, Florida 33401

Executed this 11th day of October 2001.



Armando A. Tabernilla, Esq., Incorporator

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COGENERATION MANAGEMENT COMPANY

01 OCT 12 PM 1:06

Statement Of Acceptance Of Appointment As Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as initial registered agent to accept service of process for Cogeneration Management Company at One North Clematis Street, Suite 200, West Palm Beach, Florida 33401. I agree to comply with Section 607.0505, Florida Statutes, and all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Dated this 11th of October 2001.



Armando A. Tabernilla, Esq.