

GLENN T. SHELBY, P.A.

Attorney at Law
Certified Circuit Court Mediator

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Secretary of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, FL 32399

800007348998--3
-08/26/02--01090--020
*****70.00 *****70.00

RE: V-V and ASSOCIATES, S.E., INC.

Dear Secretary:

Enclosed please find the original Articles of Incorporation for V-V and ASSOCIATES, S.E., INC. Our check in the amount of \$70.00 is also enclosed to cover the filing fee.

Thank you very much.

Sincerely,

Glenn T. Shelby
GLENN T. SHELBY

GTS:awj
Enclosures

[Signature] 26

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
V-V and ASSOCIATES, S.E., INC.

ARTICLE ONE
NAME

The name of the corporation is V-V and ASSOCIATES, S.E., INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual from the date of incorporation.

ARTICLE THREE
PURPOSES

The general purposes for which the corporation organized are:

1. To market backup power systems and related parts and equipment in the Southeastern United States, and in other areas of the country as permitted, as manufacturers representatives.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

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TALLAHASSEE FLORIDA

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing:

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one thousand. Such shares shall be of a single class, and shall be without par value.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT AND BUSINESS ADDRESS

The street address of the initial registered office and the business address of the corporation is 5600 U.S. Hwy. 98 N, St. 5, Lakeland, FL 33809, and the name of the initial registered agent is John Dean, 5600 U.S. Hwy. 98 N., St. 5, Lakeland, FL 33809.

ARTICLE SIX

OFFICERS AND DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two, although the corporation is authorized to have five directors. The name and address of the persons who are to serve as members of the board of directors, and the offices they are to hold, if any, are:

Lonnie Slider
3701 Hickory Rdige Ct.
Marietta, GA 30066

President

John Dean
820 Foxhall
Lakeland, FL 33803

Vice President/Secretary/
Treasurer

ARTICLE SEVEN
INCORPORATOR

The names and addresses of the incorporators are:

Lonnie Slider
3701 Hickory Ridge Ct.
Marietta, GA 30066

John Dean
820 Foxhall
Lakeland, FL 33803

In witness whereof, for the purpose of forming this corporation
under the laws of the State of Florida, I, have executed these
Articles of Incorporation this 13 day of August, 2002.

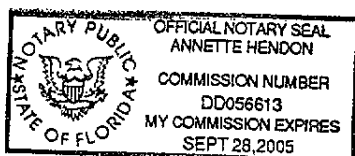
Lonnie Slider
Lonnie Slider

John Dean
John Dean

STATE OF GEORGIA
COUNTY OF

I hereby certify that on this day before me the undersigned
authority, personally appeared Lonnie Slider, who is personally
known to me and who did not take an oath, and who executed the
foregoing instrument and acknowledged before me that he executed the
same.

Witness my hand and seal in the above mentioned county and
state this 13 day of 8, 2002.



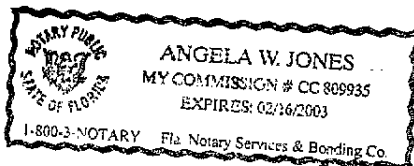
Annette Hendon
NOTARY PUBLIC
MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me the undersigned authority, personally appeared John Dean, who is personally known to me and who did not take an oath, and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and seal in the above mentioned county and state this 13 day of Aug, 2002.

Angela W. Jones
NOTARY PUBLIC
MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

V-V and ASSOCIATES, S.E., INC., with its place of business at 5600 U.S. Hwy. 98 N., St. 5, Lakeland, FL 33809, has named John Dean located at 5600 U.S. Hwy. 98 N., St. 5, Lakeland, FL 33809, to accept service of process within the State of Florida.

Dated this 13 day of August, 2002.

Lonnie Slider
Lonnie Slider, President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 15 day of August, 2002.

John M Dean
John Dean, Registered Agent

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