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GODFREY & KAHN, S.C.

FILED

ATTORNEYS AT LAW

780 NORTH WATER STREET

MILWAUKEE, WISCONSIN 53102-3590

96 MAR 11 AM 9:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(414) 273-3800

FAX (414) 273-6100

March 8, 1996

WITH OFFICES IN:  
MILWAUKEE, WISCONSIN  
APPLETON, WISCONSIN  
GREEN BAY, WISCONSIN  
MADISON, WISCONSIN  
OSHKOSH, WISCONSIN  
DULUTH, WISCONSIN

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

100001739731  
-03/12/96--01063--018  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed for filing are duplicate originals of Articles of Incorporation for Pro-Energy International, Inc. Also enclosed is a check in the amount of \$122.50 to cover the filing fee in this regard. Once this document has been filed, please indicate the date of filing on the extra original and arrange to have the same returned to me using the enclosed envelope provided.

Should you require anything further, please advise.

Very truly yours,

GODFREY & KAHN, S.C.

*Tanya R. Braga*

Tanya R. Braga  
Legal Assistant

TRB/mcp

Enclosures

cc: John A. Dickens (w/encl.)

3-15-96  
TK

ARTICLES OF INCORPORATION  
OF  
PRO-ENERGY INTERNATIONAL, INC.

FILED  
96 MAR 11 AM 9 46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be Pro-Energy International, Inc.

ARTICLE II. EXISTENCE

The period of existence of the corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of stock consisting of one class only, designated as "common stock" having a par value of One Cent (\$.01) each.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is C T Corporation System, c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

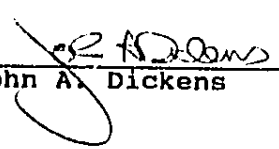
ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall be as provided in the By-Laws of the corporation. The number of directors of the corporation may be changed from time to time by the By-Laws of the corporation, but in no case shall be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is John A. Dickens, 780 North Water Street, Milwaukee, Wisconsin 53202.

The undersigned incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of March, 1996.

  
\_\_\_\_\_  
John A. Dickens

This instrument was drafted by:

John A. Dickens  
Godfrey & Kahn, S.C.  
780 North Water Street  
Milwaukee, Wisconsin 53202

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PRO-ENERGY INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

By: *Beth A. Pope*

(Signature)

(Title)

3-8-96

(Date)

Beth A. Pope, Asst. Secy.

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED  
96 APR 11 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA