



THE UNITED STATES
CORPORATION
COMPANY

F00000001746

ACCOUNT NO. : 072100000032

REFERENCE : 612598 4321551

AUTHORIZATION : *Patricia Pigjits*

COST LIMIT : \$ 70

ORDER DATE : March 6, 2000

ORDER TIME : 3:43 PM

ORDER NO. : 612598-020

4000003189324--7

CUSTOMER NO: 4321551

700700017312

CUSTOMER: Beth Love, Legal Assistant
Moore & Van Allen

100 N. Tryon Street, 47th Fl.
Charlotte, NC 28202-4003

FOREIGN FILINGS

NAME: POWERHOUSE EQUIPMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

(6)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 5:50

BR 3/29/00

RECEIVED
00 MAR 29 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONSENT OF SOLE DIRECTOR
OF
POWERHOUSE EQUIPMENT, INC.
TO
ACTION WITHOUT MEETING

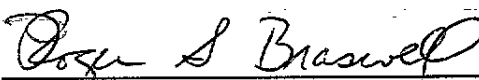
The undersigned, being the sole director of PowerHouse Equipment, Inc., a South Carolina corporation (the "Corporation"), does hereby adopt the following resolutions, pursuant to Title 33, Chapter 8, Section 210 of the 1976 South Carolina Code, as amended, by signing by written consent hereto:

WHEREAS, in the judgment of the sole director of the Corporation, it is in the best interests of the Corporation to adopt the fictitious name, PowerHouse Equipment Systems, Inc. for use in Florida, so that its Application for Certificate of Authority will be able to be filed with the Florida Secretary of State;

NOW, THEREFORE, BE IT RESOLVED, that the undersigned director or its designees be, and each of them hereby is, authorized, empowered and directed to make any and all filings, acts and things whatsoever, whether within the State of Florida, which may be necessary or proper to effect the adoption of the fictitious name in Florida.

This action is effective as of the 22nd day of February, 2000.

SOLE DIRECTOR:


Roger S. Braswell

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAR 29 PM 5:50

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 5:50

1. PowerHouse Equipment, Inc. d/b/a in Florida as Powerhouse Equipment Systems Inc
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. South Carolina 3. 57-1092317
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-8-00 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3326 Highway 51, Fort Mill, South Carolina 29715
(Current mailing address)

8. All legal actions allowed by law.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: David L. Savage David L. Savage, Asst. Vice President
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 29 PM 3:50

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Assistant Secretary
(Typed or printed name and capacity of person signing application)

FLORIDA
RIDER TO
APPLICATION FOR CERTIFICATE OF AUTHORITY OF
POWERHOUSE EQUIPMENT SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 5:50

Officers:

Roger S. Braswell
President & Chief Executive Officer

3326 Highway 51
Fort Mill, South Carolina 29715

Craig Borden
Chief Operating Officer

3326 Highway 51
Fort Mill, South Carolina 29715

Michael Edwards
Chief Financial Officer & Treasurer

3326 Highway 51
Fort Mill, South Carolina 29715

Teresa Braswell
Secretary

3326 Highway 51
Fort Mill, South Carolina 29715

Michael E. Zeller
Assistant Secretary

100 North Tryon Street, Floor 47
Charlotte, North Carolina 28202

Sole Director:

Roger S. Braswell

3326 Highway 51
Fort Mill, South Carolina 29715

The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence**

SECRET
DIVISION OF COM.
00 MAR 29 PM 5:50

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

POWERHOUSE EQUIPMENT, INC.,

a corporation duly organized under the laws of the State of South Carolina on **February 8th, 2000**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 7th day of
March, 2000.