

CT CORPORATION SYSTEM

F01000000 2752

FILED
01 MAY 22 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

(1) Powerscan, Inc.

(2) NextGen Power Systems of Texas, Inc. Fictitious Name: Powerscan, Ir

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-05/22/01--01107--013
*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/22/01

Order#: 4393542

Ref#: _____

Amount: \$ _____

01 MAY 22 PM 12:28
DIVISION OF CORPORATION

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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*

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1. NextGen Power Systems of Texas 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. Delaware

(State or country under the law of which it is incorporated)

3. 84-1583475

(FEI number, if applicable)

4. March 14, 2001

(Date of incorporation)

5. Perpetual

(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. 6025 S. Quebec Street, Suite 135, Greenwood Village, CO 80111

(Current mailing address)

8. Distribution, servicing and maintenance of power systems

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida, 33324

(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.

CT Corporation System

Hildi M Lisch
(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)

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

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

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

14. J. LECHTANSKI - PRESIDENT
(Typed or printed name and capacity of person signing application)

DIRECTORS OF NEXTGEN POWER SYSTEMS OF TEXAS INC.

<u>NAME</u>	<u>ADDRESS</u>
Richard Linhart	245 Park Avenue, New York, NY 10167
Paul Lehman	245 Park Avenue, New York, NY 10167
Richard T. Stuebi	6025 S. Quebec Street, Suite 135, Greenwood Village, CO 80111
Joseph B. Lechtanski	6025 S. Quebec Street, Suite 135, Greenwood Village, CO 80111
Joseph D. Deni II	1000 Monument Street, Pacific Palisades, CA 90272

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OFFICERS OF NEXTGEN POWER SYSTEMS OF TEXAS INC.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joseph B. Lechtanski	President and Chief Executive Officer	6025 S. Quebec Street, Suite 135 Greenwood Village, CO 80111
Joseph D. Deni II	Vice Chairman and Secretary	1000 Monument Street Pacific Palisades, CA 90272
Carrie von Wurmb	Chief Financial Officer and Treasurer	6025 S. Quebec Street, Suite 135 Greenwood Village, CO 80111
Thomas Gorlitz	Vice President	2552 Summit Avenue, Suite 400 Plano, TX 75074-7451

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTGEN POWER SYSTEMS OF TEXAS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
MAY 22 PM 2:38
SECRETARY OF STATE
ALHASSE-FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1138346

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DATE: 05-17-01