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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-04/27/95--01022--005
*****78.75 *****78.75

SUBJECT: CENTERPOINTE ENERGY SYSTEMS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-8995

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DEBORAH S. PANHOLZER
(Name of Person)

CENTERPOINTE ENERGY SYSTEMS, INC.
(Firm/Company)

430 TERRACE DRIVE
(Address)

OVIEDO, FL 32765
(City, State and Zip Code)

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DIVISION OF CORPORATIONS
95 MAY -8 AM 8:21
95/8

Should you need to call someone concerning this matter, please call:

DEBORAH PANHOLZER at (407) 830 - 6773 .
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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:

1. CENTERPOINTE ENERGY 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. NEVADA
(State or country under the law of which it is incorporated)

3. 59-3305477
(FEI number, if applicable)

4. 3-14-95
(Date of incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. 5-1-95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 430 TERRACE DRIVE
OVIEDO, FL 32765
(Current mailing address)

8. SALES OF ENERGY SAVING PRODUCTS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. **Name and street address of Florida registered agent:**

Name: ANDREW J. PANHOLZER

Office Address: 430 TERRACE DRIVE

OVIEDO, **Florida**, 32765
(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.

Andrew J Panholzer
(Registered agent's signature)

11. Attached is a certificate of existance 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:**

A. DIRECTORS

Chairman: JOHN HORNEY

Address: 665 DEE DEE ST.

ORLANDO, FL 32807

Vice Chairman: GARY ROOKS

Address: P.O. BOX 2343 113 SHARK LANE

Freeport, TX 77541 SURFSIDE, TX 77541

Director: GEORGE REPP

Address: 1205 APACHE AVE.

GREEN RIVER, WY 82935

Director: ______

Address: ______

B. OFFICERS

President: RICHARD CHARETTE

Address: 3106 EDWARDS PL.

RIVERSIDE, CA 92503

Vice President: ANDREW PANHOLZER

Address: 430 TERRACE DRIVE

OVIEDO, FL 32765

Secretary: ANDREW PANHOLZER

Address: 430 TERRACE DRIVE

OVIEDO, FL 32765

Treasurer: DEBORAH S. PANHOLZER

Address: 430 TERRACE DRIVE

OVIEDO, FL 32765

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

13. Deborah S. Panholzer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DEBORAH S. PANHOLZER
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE

STATE OF NEVADA

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CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, CENTERPOINTE ENERGY SYSTEMS, INC. is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 21st day of April, 1995.

Dean Heller
Secretary of State

By Lisa Rojas
Certification Clerk