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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

AL

LIMITED LIABILITY COMPANY

xcell battery group, L.L.C.

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ARTICLES OF ORGANIZATION

OF

XCELL BATTERY GROUP, L.L.C.
A Limited Liability Company

ARTICLE I - NAME

The name of the limited liability company ("Company") is: XCELL BATTERY GROUP, L.L.C.

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is: 20801 Biscayne Boulevard, Suite 505, Aventura, Florida 33180.

ARTICLE III - DURATION

This Company shall have a duration of fifty (50) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the Members, but shall not have a perpetual existence.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Jeffrey M. Perlow, Esq. The address of the registered agent's office in Florida is 20801 Biscayne Boulevard, Suite 505, Aventura, Florida 33180.

ARTICLE V - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as amended from time to time.

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ARTICLE VI - MANAGEMENT

The Company is to be managed by the following Manager, to serve until the first annual meeting of the Members or until the successors are elected and qualified. The Manager shall be: Star Elite, Inc. whose address is 555 Chabanel Street West, Suite 700, Montreal, Quebec, Canada H2N 2J2.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII - CONTINUATION OF COMPANY

The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member in accordance with the Operating Agreement.

ARTICLE IX - CONTRIBUTIONS

The total amount of cash and other property being contributed by the members of this Company are as follows:

<u>Name</u>	<u>Contribution</u>
Star Elite, Inc.	\$ 1,530.00 (51%)
Charles H. McGould, Jr.	\$ 1,470.00 (49%)

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IN WITNESS WHEREOF, we have executed these Articles of Organization on this 1
day of OCTOBER, 2001.

STAR ELITE, INC.

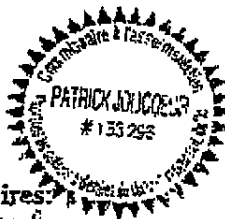
By: 

COUNTRY OF CANADA)

PROVINCE OF QUEBEC)

SS:

The foregoing instrument was acknowledged before me this day 1 of OCTOBER, 2001,
by DANNY LAVY as PRESIDENT
of STAR ELITE, INC., to me well known to be the person described in and who executed the
foregoing Articles of Organization, that he acknowledged before me that he executed the same for
the purposes therein expressed, and is personally known to me or have produced the following as
identification: 252 403 522 Social Insurance Card




NOTARY PUBLIC

My commission expires:

April 23, 2004

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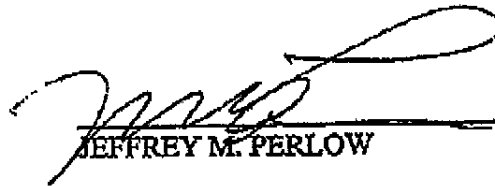
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

DATED this 1 day of OCTOBER, 2001.



JEFFREY M. PERLOW

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