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GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 374-3250
TELECOPIER
(305) 374-7032

August 29, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

400001941334
-03/06/96--01061--005
****337.50 ****337.50

RE: POWER SYSTEMS INTERNATIONAL, L.L.C.

Dear Sir:

Enclosed please find an original and one copy of Articles of Organization for the captioned matter along with our check in the sum of \$337.50 (\$285 filing fee and \$52.50 certified copy) for filing same.

Please return the filed articles to us in the enclosed pre-paid envelope as quickly as possible. Thank you.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosures
agardy/power/l-secstate.mjb

SEP

4 1996

BSB

FILED
96 SEP -4 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
POWER SYSTEMS INTERNATIONAL, L.L.C.

FILED
96 SEP -4 AM 8:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name of Limited Liability Company

The name of this limited liability company is POWER SYSTEMS INTERNATIONAL, L.L.C.

ARTICLE II

Company Existence

This limited liability company shall have perpetual existence.

ARTICLE III

Principal Place of Business

The address of the principal place of business of this limited liability company is One Biscayne Tower, Suite 3250, 2 S. Biscayne Boulevard, Miami, FL 33131.

ARTICLE IV

Registered Office

The address of the initial registered office of the company is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The members may from time to time move the registered office to any other address in Florida.

ARTICLE V

Registered Agent

The initial registered agent of the company for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI

Members

The initial members of the company shall be:

Jeffrey S. Tanen

Tom Churbuck

Additional members may be admitted to the company upon resolution adopted by a unanimous vote of the members of the company (unless in the case of inheritance) and upon such additional member's cash contribution of his/her proportional minimum subscription.

ARTICLE VII

Right to Continue

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 or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VIII

Management of Company

The management of the company is reserved to the members. The names and addresses of the managing members are as follows:

Jeffrey S. Tanen
One Biscayne Tower, Suite 3250
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE IX

Organizer

The name and address of the Organizer, who is the authorized representative of all of the members, is as follows:

Jeffrey S. Tanen, Esquire
One Biscayne Tower, Suite 3250
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE X

Members' Liabilities and Rights

No contract, act or transaction of this company with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any member of this company is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a member of this company is hereby relieved from any liability that might otherwise exist from thus contracting with this company for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any member of this company may vote upon any contract or other transaction between the company and any subsidiary or controlled company without regard to the fact that he is also a member or director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Organization may be amended, changed, altered, or repealed only by unanimous vote of the membership interest.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 29 day of August, 1996.

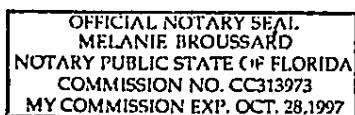

Jeffrey S. Tanen, Organizer

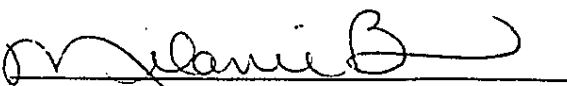
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Jeffrey S. Tanen, to me known to be the person described in and who executed the foregoing Articles of Organization and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 29 of August, 1996.

My commission expires:




Notary Public, State of Florida

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named limited liability company at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Jeffrey S. Taven
Registered Agent

FILED
96 SEP -4 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
POWER SYSTEMS INTERNATIONAL, L.L.C.

FILED
96 SEP -4 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of POWER SYSTEMS INTERNATIONAL, L.L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$200.00.
3. The agreed value of property other than cash contributed by member(s) is \$-0-.
4. The amount of cash or property anticipated to be contributed by member(s) is \$-0-.
5. The total amount of 2, 3 and 4 is \$200.00.

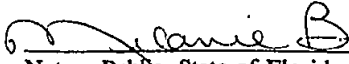

JEFFREY S. TANEN

STATE OF FLORIDA

)
) ss:
)

COUNTY OF DADE

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 29 day of August, 1996, by Jeffrey S. Tanen, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida at Large
Melanie Broussard
Print

My commission expires:

