



THE UNITED STATES  
CORPORATION  
COMPANY

L98000000033

ACCOUNT NO. : 072100000032

REFERENCE : 659937 7116793

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ ~~122.50~~

ORDER DATE : January 7, 1998

\$337.50

ORDER TIME : 9:28 AM

ORDER NO. : 659937-005

CUSTOMER NO: 7116793

CUSTOMER: Geoffrey T. Hodges, Esq  
AGLIANO HODGES & WHITTEMORE,  
P.A.  
Park Tower, Suite 2630  
400 North Tampa Street  
Tampa, FL 33602

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DOMESTIC FILING

NAME: ENGINEERED POWER SOURCES, L.C.

EFFECTIVE DATE:

XXXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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**ENGINEERED POWER SOURCES, L.C.**

**ARTICLES OF ORGANIZATION**

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do set forth the following:

**ARTICLE I**

**NAME**

The name of the Limited Liability Company is ENGINEERED POWER SOURCES, L.C.

**ARTICLE II**

**PERIOD OF DURATION**

The period of duration of the Limited Liability Company shall be perpetual, unless dissolved as provided by law.

**ARTICLE III**

**PURPOSE**

Section 1. The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida.

Section 2. The Limited Liability Company shall have all the powers set forth in the Florida Limited Liability Company Act, as in effect from time to time, including but not limited to the following powers:

(a) To purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein..

(b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.

(c) To make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of

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its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.

(d) To lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

(e) To conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state.

(f) To elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

(g) To make and amend its regulations, not inconsistent with its articles of organization or with the laws of this state, for the administration and regulation of the affairs of the company.

(h) To make donations to the public welfare or for charitable, scientific, or educational purposes.

(i) To indemnify a member or manager or any other person as provided in this chapter against expenses actually and reasonably incurred by him or her or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or she or it is made a party.

(j) To cease its activities and surrender its certificate of organization.

(k) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

(l) To transact any lawful business that will aid governmental policy.

(m) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

(o) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

(p) To sue or be sued, or complain or defend, in its name.

(q) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(r) To act as broker, agent or factor for any person, firm or corporation.

(s) To borrow or raise money for any of the purposes of the Limited Liability Company and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Limited Liability Company, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(t) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(u) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

#### **ARTICLE IV**

#### **ADDRESS OF PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the Limited Liability Company is 3206 Bay Club Circle, Tampa, Florida 33607.

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**ARTICLE V  
REGISTERED AGENT**

The name and address of the initial registered agent in Florida for the Limited Liability Company are Donald H. Whittemore, 400 North Tampa Street, Suite 2630, Tampa, Florida 33602.

**ARTICLE VI  
ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall have the right to admit additional members in the manner provided by §608.4232, Fla. Stat. (1995) and the regulations.

**ARTICLE VII  
CONTINUITY OF BUSINESS**

Upon 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 Limited Liability Company, the remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company.

**ARTICLE VIII  
MANAGEMENT**

The Limited Liability Company is to be managed by managers. The name and address of the initial manager who will serve as manager until the first annual meeting of members or until his successors are elected and qualify are as follows:

M.S. Operations, Inc.  
3206 Bay Club Circle  
Tampa, Florida 33607

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**ARTICLE IX  
REGULATIONS**

Except as specifically provided in the Regulations, the power to adopt, alter, amend, or repeal the Regulations shall be vested in the Members.

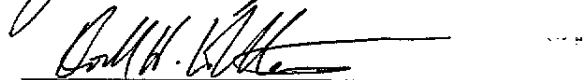
\* \* \* \* \*

Executed at Tampa, Florida, on the 6th day of January, 1998.

MEMBERS:

A handwritten signature in black ink, appearing to read 'G. T. Hodges', written over a horizontal line.

GEOFFREY TODD HODGES

A handwritten signature in black ink, appearing to read 'Donald H. Whittemore', written over a horizontal line.

DONALD H. WHITTEMORE

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of ENGINEERED POWER SOURCES, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and is familiar with and accepts the obligations imposed by Florida Statutes Section 608.415 and is registered agent as designated by the Articles of Organization of ENGINEERED POWER SOURCES, L.C.

Executed this 6th day of January, 1998.

  
\_\_\_\_\_  
DONALD H. WHITTEMORE

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH


Before me the undersigned authority, personally appeared Geoffrey Todd Hodges, who, after being duly sworn, affirmed and stated as follows:

1. That he is a member of Engineered Power Sources, L.C., a limited liability company formed or to be formed under the laws of Florida.
2. That Engineered Power Sources, L.C. has at least two (2) members.
3. That the amount of cash anticipated to be contributed by the members is \$10,000, and no other property is anticipated to be contributed.

FURTHER AFFIANT SAYETH NOT.

  
\_\_\_\_\_  
GEOFFREY TODD HODGES

Sworn to and subscribed before me this 6th day of January, 1998, by Geoffrey Todd Hodges, who is personally known to me.

  
\_\_\_\_\_  
Name: PATRICIA A. PERSONIUS (print)  
NOTARY PUBLIC



Patricia A Personius  
My Commission CC603184  
Expires November 21, 2000

Commission No.: \_\_\_\_\_

Commission Expiration Date: \_\_\_\_\_

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