



THE UNITED STATES  
CORPORATION  
COMPANY

L98000001485

ACCOUNT NO. : 072100000032

REFERENCE : 931052 10264A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 18, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 931052-005

CUSTOMER NO: 10264A

CUSTOMER: John Fenniman, Esq  
JOHN FENNIMAN, CHARTERED

Suite 120  
900 Southeast Ocean Boulevard  
Stuart, FL 34994

DOMESTIC FILING

NAME: POWER SERVICES ASSOCIATES,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 1:59

300002618803-4  
-08/18/98-01045-004  
\*\*\*\*337.50 \*\*\*\*337.50

RECEIVED  
98 AUG 18 AM 11:36  
DIVISION OF CORPORATION

7

hrl  
8/18/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 1:59

**ARTICLES OF ORGANIZATION  
OF  
POWER SERVICES ASSOCIATES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be:

**POWER SERVICES ASSOCIATES, L.L.C. ("Company").**

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be:

644 N. River Drive  
Stuart, Florida 34994

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is:

**RONALD G. BEAUCHAIN**  
644 N. River Drive  
Stuart, Florida 34994

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 1:59

## **ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

## **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

## **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE VIII -- TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

## **ARTICLE IX -- MANAGEMENT**

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

RONALD G. BEAUCHAIN  
644 N. River Drive  
Stuart, Florida 34994

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 1:59

## ARTICLE X - EXECUTION OF INSTRUMENTS AND DOCUMENTS

Instruments and documents providing for the acquisition, mortgage, or disposition of property of the company shall be valid and binding upon the company if they are executed by the Managing Member appointed by a majority of the members from time to time, on behalf of the company.

IN WITNESS WHEREOF, the undersigned organizer has caused these articles of organization to be signed at Stuart, Martin County, Florida, this 17<sup>th</sup> day of August, 1998.

**ORGANIZER**

  
RONALD G. BEAUCHAIN

EXHIBIT "A"

Ronald G. Beauchain

Cash Contribution

\$1,000.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 1:59


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of POWER SERVICES ASSOCIATES, L.L.C., a Florida limited liability company, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$1,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is (N/A).
4. The total amount of cash or property anticipated to be contributed by members(s) is \$1,000.00. This total includes amounts from 2 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: Aug. 17, 1998

  
RONALD G. BEAUCHAIN,  
Managing Member

STATE OF FLORIDA  
COUNTY OF MARTIN

Sworn to and subscribed before me this 17 day of August, 1998, by RONALD G. BEAUCHAIN, who is personally known to me.

  
Notary Public



(SEAL)

John H. Fenniman  
MY COMMISSION # CC724992 EXPIRES  
March 16, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

Print, Type or Stamp  
Commissioned Name of Notary Public

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of POWER SERVICES ASSOCIATES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

  
RONALD G. BEAUCHAIN, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 4:59