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PETER G. DORFLINGER

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FILED
00 JAN 28 PM 1:36
TALLAHASSEE, FLORIDA

January 18, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/28/00-01049-005
*****78.75 *****78.75

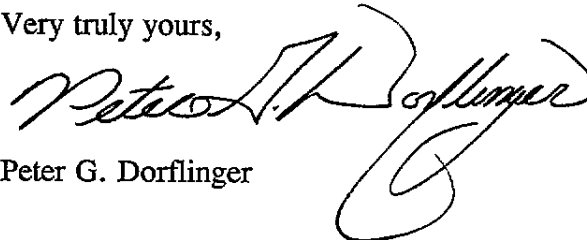
Re: Innovations Power Technologies, Inc.

Dear Sir or Madam:

Enclosed you will find an original and two (2) copies of the articles of incorporation of the referenced company together with my check in the amount of \$78.75 for the filing fee and a certified copy.

Thank you for your usual fine service.

Very truly yours,



Peter G. Dorflinger

PGD:ltr.
Enclosures

S. Thompson FEB 02 2000

**ARTICLES OF INCORPORATION
OF
INNOVATIONS POWER TECHNOLOGIES, INC.**

FILED
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TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Innovations Power Technologies, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 12205 28th Street North, St. Petersburg, Florida 33716-1823.

ARTICLE III

The corporation is organized for the following purposes: to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock of the par value of One Dollar (\$1.00) each.

ARTICLE V

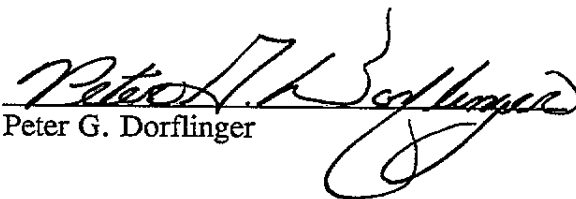
The street address of the corporation's initial registered office is 12205 28th Street North, St. Petersburg, Florida 33716-1823, and the name of its initial registered agent at

that address is Gary W. Kinley.

ARTICLE VI

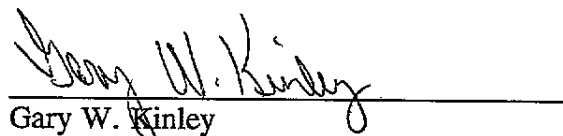
The name and address of the incorporator to these Articles of Incorporation are:
Peter G. Dorflinger, One Carolane Trail, Houston, Texas 77024-5120.

The undersigned has executed these Articles of Incorporation on this 18th day of
January, 2000.


Peter G. Dorflinger

Having been named as registered agent and to accept service of process for the
above stated corporation 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 proper and complete performance of my
duties, and I am familiar with and accept the obligations of my position as registered
agent.

The undersigned has executed this acceptance of appointment as registered agent
of Innovations Power Technologies, Inc. this 18th day of January, 2000.


Gary W. Kinley