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SHUGHART THOMSON & KILROY

A Professional Corporation

FILED

Twelve Wyandotte Plaza  
120 West 12th Street  
Kansas City, Missouri 64105-1929  
(816) 421-3355  
FAX (816) 374-0509

00 FEB 29 PM 3: 51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Reply to Kansas City Office

MICHAEL K. POST  
(816) 395-0645  
mpost@kc.stklaw.com

February 3, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 23214

300003127163--5  
-02/08/00--01054--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

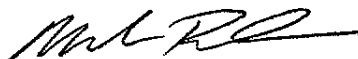
Re: *AlberPower, Inc.*

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Additionally, please find a check for \$78.75 for the filing fee and certified copy. Please returned the certified copy to me at the above address.

If you have any questions please do not hesitate to call.

Very truly yours,



MICHAEL K. POST

Enclosures

W 3986  
74 2/29/2000 ✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 15, 2000

MICHAEL K. POST, ESQ.  
120 W 12TH ST  
KANSAS CITY, MO 64105-1929

SUBJECT: ALBERPOWER, INC.  
Ref. Number: W00000003986

We have received your document for ALBERPOWER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 300A00007764

LAW OFFICES

# SHUGHART THOMSON & KILROY

*A Professional Corporation*

Twelve Wyandotte Plaza  
120 West 12th Street  
Kansas City, MO 64105  
(816) 421-3355  
FAX (816) 374-0509

HENRY M. SHUGHART (1897-1962)  
HARRY P. THOMSON, JR. (1917-1988)  
WILLIAM P. ECKELS (1946-1987)

February 25, 2000

R. LAWRENCE WARD  
J. HARLAN STAMPER\*  
GEORGE E. LEONARD  
WILLIAM B. FRUGH\*  
PERRY M. TOLL  
THOMAS F. FISHER  
THOMAS G. KOKORUDA  
JACK L. CAMPBELL  
JOHN M. KILROY, JR.  
TIMOTHY D. O'LEARY  
ROY BASH  
STEVEN H. GOODMAN  
DENNIS D. PALMER  
WILLIAM E. QUIRK  
JENNIFER GILL BACON  
W. TERRENCE KILROY  
WILLIAM L. YOCUM  
STEVEN D. RUSE\*  
ROBERT A. HENDERSON  
JOHN S. CONNER  
ROBERT E. FITZGERALD, JR.  
P. JOHN BRADY\*  
JACOB W. BAYER, JR.  
RUSSELL S. JONES, JR.  
BRADLEY J. BAUMGART  
G. STEPHEN LONG\*  
JOHN D. PHILLIPS\*

GERALD L. BADER, JR.\*  
HOWARD B. GELT\*\*  
MICHAEL A. SABIAN\*\*  
DAVID N. ZIMMERMAN  
ROBERT T. SCHENDEL\*  
NORRIS E. GREER  
JAMES P. O'HARA\*  
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DANIEL T. MURPHY  
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PHILIP W. BLEDSOE  
ANTHONY P. RUPP\*  
JUDITH S. HEETER  
JOHN S. BLACK  
RANDALL L. SCHULTZ\*  
TOMMY W. TAYLOR  
GREGORY L. MUSIL\*  
MARK A. OLTHOFF  
DAVID E. FURSELL  
LAWRENCE A. SWAIN\*  
THOMAS J. O'NEAL  
JOHN R. CLEARY  
KAREN J. HALBROOK\*  
G. WILLIAM GUATMAN  
JAMES C. SULLIVAN  
ANDREW L. McMULLEN\*  
MICHAEL B. SHTEAMER

OF COUNSEL  
JOHN M. KILROY  
DONALD L. SHUGHART  
THOMAS J. LEITEM  
BEN L. GUENTHER  
WILLIAM V. NORTH\*  
ROBERT R. RAYMOND  
CLAUDIA J. YORK

SHERYL FEUTZ-HARTER  
SCOTT E. VINCENT\*  
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THOMAS W. GRAY  
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JOSEPH J. MELLON\*\*  
ALAN J. SCHMITZ\*\*  
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LYNN DEAL COCKLE  
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CYPRIENNE SIMCHOWITZ  
JONATHAN K. MCCOY\*  
BRIAN T. HOWES  
LEAH M. GAGNE  
RICARDO E. FONTG\*  
CHRISTOPHER J. MOLZEN  
BRIAN D. MALJAKUS  
CHRISTINE M. GRAHAM\*  
ANDREW M. DeMAREA\*  
DOUGLAS S. NEVILLE  
AMY JUREVIC SOKOL  
HEATHER A. SUVE\*  
SUSAN L. STOCKDALE\*\*  
RICHARD M. PAUL III\*  
J. CALVIN DOWNING  
DANIEL D. OWEN\*  
JULIE A. ELSTON\*

\* ADMITTED IN MISSOURI & KANSAS  
\*\* ADMITTED IN KANSAS  
+ ADMITTED IN COLORADO & MISSOURI  
++ ADMITTED IN COLORADO  
+++ ADMITTED IN MISSOURI, KANSAS & COLORADO  
# PATENT BAR MEMBER  
ALL OTHERS ADMITTED IN MISSOURI

PATRICK J. CASEY\*\*  
KAREN M. GLEASON\*  
KELLY A. KOLARS\*  
ANNE E. POPPER\*  
JAMES MAURER KLEN\*  
MAUREEN A. MANNION\*  
PATRICK T. SMITH\*  
DONALD E. MAXWELL\*  
JENNIFER E. ALEXANDER\*  
THOMAS A. ROTTINGHAUS\*  
HEATHER R. HAMILTON\*  
ANNE E. GUSEWELLE\*  
ERIC F. BROUCEN\*\*  
CINDY L. NEAGLE  
JONATHAN H. GREGOR\*\*  
Q. EDGAR JAMES  
AMY E. PATTON\*  
KRISTIN N. COSTA\*  
CYNTHIA TREADWELL-MILLER\*\*  
LYNN HOWERTON  
DAVID M. KIGHT\*\*  
MICHAEL K. POST  
BENJAMIN F. EVANS  
CHAD E. HANSEN  
BRETT W. ROUBAL  
RYAN J. ROHLFSEN  
KEVIN S. REISDORF  
TERRI ROBERTS MUNSELL\*

Florida Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: AlberPower, Inc.

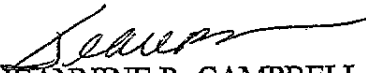
Dear Sir or Madam:

Pursuant to your rejection notice dated February 15, 2000, a copy of which is enclosed for your reference, enclosed herein please find the original and one (1) copy of revised Articles of Incorporation, with attached Consent of Registered Agent, with respect to AlberPower, Inc. It is our understanding that you have retained our check in the amount of \$78.75 to cover the filing fee.

Please file the enclosed and return the file-stamped copy to my attention in the envelope provided.

Should you have any questions with respect to the enclosed, please contact the undersigned at (816) 374-0506. Thank you for your assistance in this matter.

Yours very truly,

  
JEANNINE R. CAMPBELL  
Paralegal

JRC/jc  
Enclosure

**ARTICLES OF INCORPORATION**

**OF**

**AlberPower, Inc.**

FILED

00 FEB 29 PM 3: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person of the age of eighteen (18) years or more, does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Corporation Code.

**ARTICLE I -- NAME**

The name of the Corporation is AlberPower, Inc.

**ARTICLE II -- PRINCIPAL OFFICE**

The principal place of business address of the corporation shall be:

990 South Rogers Circle  
Boca Raton, FL 33487

**ARTICLE III -- SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be twenty thousand (20,000) shares, of which ten thousand (10,000) shall be Class A regular voting common stock shares with no par value each. The remaining ten thousand shares shall be Class B non-voting stock with no par value each.

**ARTICLE IV -- INITIAL REGISTERED AGENT**

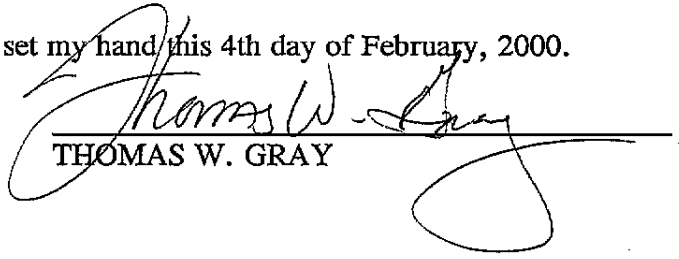
Glen Alber  
990 South Rogers Circle  
Boca Raton, FL 33487

**ARTICLE V -- INCORPORATOR**

The name and place of residence of the incorporator is as follows:

Thomas W. Gray  
120 W. 12th Street, Suite 1600  
Kansas City, Missouri 64105

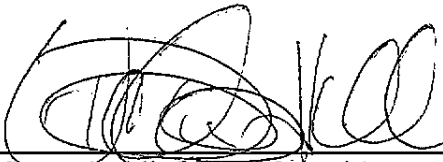
IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of February, 2000.

  
THOMAS W. GRAY

STATE OF MISSOURI  
COUNTY OF JACKSON

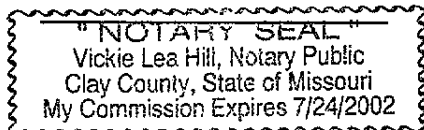
)  
) ss.  
)

I, Vickie Lea Hill a Notary Public, do hereby certify that on the 4th day of February, 2000, personally appeared before me Thomas W. Gray, who being by me first duly sworn, declares that he is the person who signed the foregoing document as incorporator and the statements therein contained are true.



Notary Public in and for said  
County and State

My Commission Expires:



CONSENT OF REGISTERED AGENT

ALBERPOWER, INC.

FILED

00 FEB 29 PM 3: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

Dated: 17 FEB. 2000Glenn Alber  
Glenn Alber, Registered Agent