

P00000047959

Leonard & Morrison

10th Floor

4875 NORTH FEDERAL HIGHWAY
Fort Lauderdale Florida 33308

WILLIAM F. LEONARD
RICHARD W. MORRISON
C. GLENN LEONARD
JAMES M. POWERS

TELEPHONE (954) 776-3600
FAX (954) 776-3609

PLEASE REPLY TO:

POST OFFICE BOX 11025
FORT LAUDERDALE, FLORIDA 33339

OF COUNSEL:
WILLIAM ROBERT LEONARD

300003248633--1
-05/11/00--01079--007
****122.50 *****78.75

May 8, 2000

Division of Corporations
Secretary of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Paragon Power, Inc.

Gentlemen:

I enclose herewith the original and one copy of the Articles of Incorporation of Paragon Power, Inc., as well as a check in the amount of \$122.50, as and for the filing fee for said Articles and Registered Agent Designation.

Please return the certified copy of Articles of Incorporation to us as soon as is possible. Your quick service is greatly appreciated.

Sincerely,



C. GLENN LEONARD
CGL/cb
Enclosures/Articles/check

FILED
00 MAY 11 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-15
WEC

ARTICLES OF INCORPORATION

OF

PARAGON POWER, INC.

ARTICLE I - NAME

The name of this corporation shall be PARAGON POWER, INC..

Article II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent is:

C. Glenn Leonard
Leonard & Morrison
4875 North Federal Highway, 10th Floor
Fort Lauderdale, Florida 33308

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the person serving on the initial Board of Directors is as follows:

Jeffrey D. Masterson	541 S.E. 14 th Street
	Pompano Beach, Florida 33060

ARTICLE VI - INCORPORATORS

The name and street address of the Incorporator of these Articles of Incorporation is:

Jeffery D. Masterson	541 S.E. 14 th Street
	Pompano Beach, Florida 33060

FILED
00 MAY 11 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 541 S.E. 14th Street, Pompano Beach, Florida 33060.

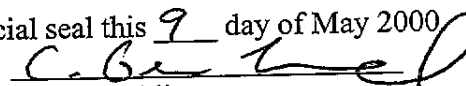
The undersigned Incorporator has executed these Articles of Incorporation this 9 day of May 2000.


JEFFREY D. MASTERSON

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared, JEFFREY D. MASTERSON, who presented _____ as identification and who executed the foregoing instrument, and acknowledged then and there before me that he executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 9 day of May 2000


Notary Public

My Commission expires:



C. Glenn Leonard
MY COMMISSION # CC728422 EXPIRES
May 9, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

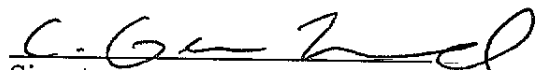
Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PARAGON POWER, INC., 541 S. E. 14th Street, Pompano Beach, Florida 33060.
2. The name and address of the registered agent is:

C Glenn Leonard
Leonard & Morrison
4875 North Federal Highway, 10th Floor
Fort Lauderdale, Florida 33308

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.


Signature

FILED
00 MAY 11 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA