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Law Offices

JAMES A. HORLAND

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May 12, 2000

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Dade Power, Inc.

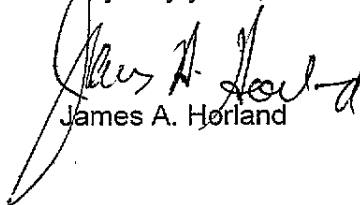
To Whom It May Concern:

Enclosed you will find the following:

1. Original and one copy of Articles of Incorporation;
2. Check payable to the Secretary of State in the amount of \$70.00 to cover \$35.00 filing fee and \$35.00 Registered Agent Fee.

Please file the original and return a stamped-in copy (uncertified) of the Articles of Incorporation in stamped pre-addressed envelope enclosed herewith.

Very truly yours,


James A. Horland

JAH/irp
Encls.

FILED
MAY 15 PM 1:12
TALLAHASSEE, FLORIDA
300003250412-1
-05/15/00-01168-001
****70.00****70.00

S. Thompson: MAY 17 2000

ARTICLES OF INCORPORATION
OF
Dade Power, Inc.

FILED
00 MAY 15 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DADE POWER, INC.

The address of the principal office of this corporation shall be 290 N.W. 165th Street, PH-4, Miami, Florida 33169, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 290 N.W. 165th Street, Penthouse 4 - Citicentre, Miami, Florida 33169, and the name of the initial registered agent of the corporation at that address is JAMES A. HORLAND, ESQUIRE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have at least one officer and one director, initially, or such other number of officers and directors as are set forth in the By-laws of the Corporation. The name and street addresses of the initial officer and director who shall hold office for the first year of the corporation, or until his successors is elected or appointed is:

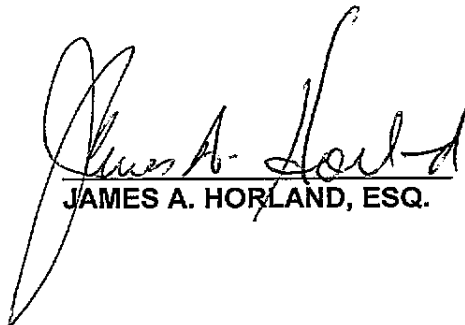
BENJAMIN BEGUN
President, Secretary, Treasurer, & Director
290 N.W. 165th Street
PH-4
Miami, Florida 33169

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

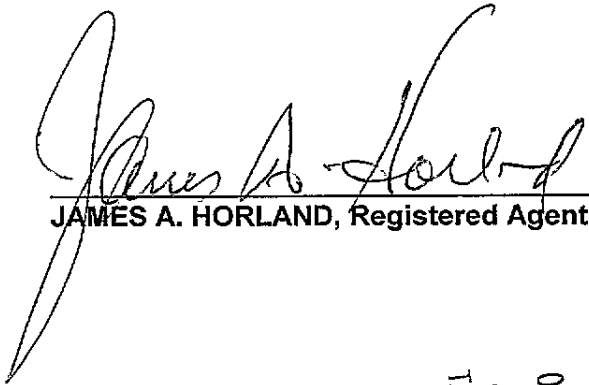
JAMES A. HORLAND, ESQ.
Penthouse 4 * CitiCentre
290 N.W. 165th Street
Miami, Florida 33169

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this
11, day of May, 2000.


JAMES A. HORLAND, ESQ.

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

James A. Horland, having a business office of 290 N.W. 165th St., Suite PH-4, Miami, FL 33169, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



JAMES A. HORLAND, Registered Agent

FILED
00 MAY 15 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA