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WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 FAX (407) 298-3849

July 21, 2000

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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*****122.50 *****78.75

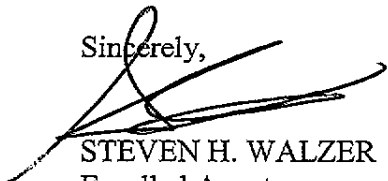
RE: PERPETUAL MOTION INDUSTRIES

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/jkr
Enclosures

EFFECTIVE DATE
07-21-00

gk 7/28

ARTICLES OF INCORPORATION
OF
PERPETUAL MOTION INDUSTRIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this Corporation is **PERPETUAL MOTION INDUSTRIES, INC.**

1271 LaQuinta Drive Unit 13 Orlando, FL 32809

ARTICLE II - DURATION

This Corporation shall commence its existence on the 21st day of July, 2000 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

EFFECTIVE DATE

07-21-00

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock that shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1271 LaQuinta Drive Unit 13 Orlando, FL 32809 and the name of the initial registered agent of this Corporation at that address is TIMOTHY M.NOTO.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

TIMOTHY M.NOTO
President, Vice President, Secretary, and Treasurer
1271 LaQuinta Drive, Unit 13
Orlando, FL 32809

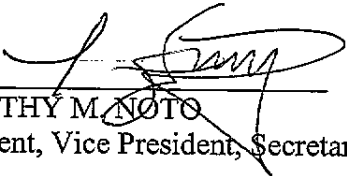
The name and address of the person signing these Articles is:

TIMOTHY M.NOTO
President, Vice President, Secretary, and Treasurer
1271 LaQuinta Drive, Unit 13
Orlando, FL 32809

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21st day of July, 2000.


TIMOTHY M. NOTO
President, Vice President, Secretary, and Treasurer

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 21st day of July, 2000 personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, TIMOTHY M. NOTO well known and known to be the person who executed the foregoing Articles of Incorporation, TIMOTHY M. NOTO, and he acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 21st day of July

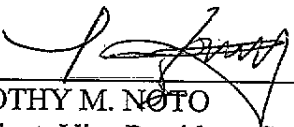



NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In Compliance with Section 48.091 of the Florida Statutes, the following is
submitted:

First that PERPETUAL MOTION INDUSTRIES INC., desiring to organize or
qualify under the laws of the State of Florida, it's principal place of business in the City
of Orlando, Florida has named TIMOTHY M. NOTO 1271 LaQuinta Drive, Unit 13
Orlando, Florida, 32703 as its agent to accept service of process within Florida.



TIMOTHY M. NOTO
President, Vice President, Secretary, and Treasurer

7-21-00
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above – named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



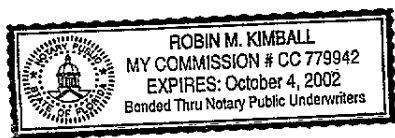
TIMOTHY M. NOTO
President, Vice President, Secretary, and Treasurer

7.21.00
Date

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 21 day of July, 2000 in said
County and State.





NOTARY PUBLIC - STATE OF FLORIDA