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LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-12/01/00--01018--022

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Power Systems of Miami Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 DEC -1 AM 11:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 DEC -1 PM 3:33
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Examiner's Initials

12/1/00

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC -1 PM 3:33

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

POWER SYSTEMS OF MIAMI, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**8906 SW 108TH PLACE
MIAMI, FL. 33176**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 (ONE HUNDRED) SHARES \$1.00 (ONE DOLLAR) PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**JORGE A. GUERRA
8906 SW 108TH PLACE
MIAMI, FL. 33176**

ARTICLE V INCORPORATOR(S)

The name(s) and street address (es) of the incorporator(s) to these Articles of Incorporation is (are)

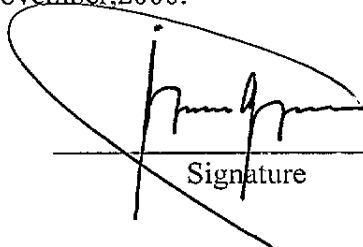
**JORGE O. GUERRA
8906 SW 108TH PLACE
MIAMI, FL. 33176**

ARTICLE VI DIRECTOR(S)

The name(s) and street address (es) of the director(s) to these Articles of Incorporation is (are):

**JORGE O. GUERRA
8906 SW 108TH PLACE
MIAMI, FL. 33176**

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 30day of November, 2000.



Signature

Signature

Signature

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

00 DEC -1 PM 3:33

Pursuant to the provisions of sections 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: **POWER SYSTEMS OF MIAMI, INC.**
2. The name and address of the registered agent and office is:

JORGE O. GUERRA
8906 SW 108TH PLACE
MIAMI, FL. 33176

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 POSITIONS AS REGISTERED AGENT.

SIGNATURE _____

DATE_ November 30th, 2000.

REGISTERED AGENT FILING