

**LANDT, WIECHENS, LaPEER & AYRES**

*A Registered Limited Liability Partnership*

ATTORNEYS AT LAW

FREDERICK E. LANDT, III  
EUGENE A. WIECHENS, P.A.  
RUSSELL W. LAPEER, P.A.  
BENJAMIN H. AYRES

*P010000000706*

\* Board Certified: Civil Litigation and  
Business Litigation  
Also Admitted to District of Columbia  
Certified Mediator: Florida & Federal Courts

December 21, 2000

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PLEASE REPLY TO  
OCALA OFFICE

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: StandBy Power Group, Inc.

Dear Sirs:

200003513012-1  
-12/26/00-01101-015  
\*\*\*\*122.50 \*\*\*\*\*78.75

FILED  
00 DEC 26 AM 11:55  
TALLAHASSEE, FLORIDA  
CLERK OF SUPERIOR COURT

Relative the above corporation, enclosed please find original and one copy of Articles of Incorporation for filing with your office. Also enclosed please find my check made payable to your order in the amount of \$122.50 to cover the cost of filing fees and one certified copy of the Articles. Please return one certified copy to my above Ocala post office address.

Thanking you in advance for your prompt attention in this regard, I am

Very truly yours,

LANDT, WIECHENS, LAPEER & AYRES

*Eugene A. Wiechens*

Eugene A. Wiechens

EAW/ss

Enclosures

**ARTICLES OF INCORPORATION  
OF  
STANDBY POWER GROUP, INC.**

**FILED**  
00 DEC 26 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation shall be STANDBY POWER GROUP, INC., with its principal place of business at 132 NE 17th Place, Ocala, Florida 34470.

**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 of America, the State of Florida, or any other state, territory, country, or nation.

**ARTICLE III - CAPITAL STOCK**

The Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00).

**ARTICLE IV - PRE-EMPTIVE RIGHTS**

Every stockholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - REGISTERED AGENT**

The initial Registered Agent for the Corporation is **GREGORY L. LINTON**, and the

street address of the Registered Agent is 132 NE 17th Place, Ocala, Florida 34470. I, **GREGORY L. LINTON**, the named Registered Agent for STANDBY POWER GROUP, INC., being familiar with, accepts the obligations of this position by signing these Articles of Incorporation.

#### **ARTICLE VI - BOARD OF DIRECTORS**


This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished 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 **GREGORY L. LINTON**, whose address is 132 NE 17th Place, Ocala, Florida 34470.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is **GREGORY L. LINTON**, whose address is 10861 SW 67th Terrace, Ocala, Florida 34476.

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

  
\_\_\_\_\_  
**GREGORY L. LINTON**  
Incorporator/Registered Agent

**FILED**  
00 DEC 26 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally came and appeared  
**GREGORY L. LINTON**, the Incorporator and Registered Agent for STANDBY POWER  
GROUP, INC., who is personally known to me or has produced  
\_\_\_\_\_ for identification.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this the  
18<sup>TH</sup> day of DEC, 2000.

Robert M Jones Jr  
Notary Public:

My Commission Expires: MAR 23<sup>RD</sup> 2002 State of Florida at Large

