

PO10000004003  
**FUEL CELL TECHNOLOGY TRANSIT**

*"FCTT, INC."*

*"The Energy of Tomorrow"*

December 29, 2000

Florida Department of State  
Division of Corporations  
PO BOX 6327  
Tallahassee, FL 32314

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01 JAN -8 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed two copies of the Articles of Incorporation to register a new corporation entitled "FUEL CELL TECHNOLOGY TRANSIT". Please also find enclosed a check in the amount of \$78.75 for the necessary expense of registering the corporation. Please let me know if you need any additional information.

Very truly yours,



Chris P. Tsokos, Secretary

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ARTICLES OF INCORPORATION  
OF  
FUEL CELL TECHNOLOGY TRANSIT, INC.

The undersigned subscriber of these Articles of Incorporation is a natural person competent to contract himself to form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME  
FUEL CELL TECHNOLOGY TRANSIT, INC.

ARTICLE II  
BUSINESS OBJECTS OR PURPOSES

The general nature of the business to be transacted by this Corporation, or the objects or purposes of the Corporation shall be as follows:

- (a)
- (1) To perform suitability studies regarding the advantages and disadvantages of fuel cell energy.
  - (2) To provide seminars and state of the art developments in fuel cell technology.
  - (3) To identify and develop implementation strategies of fuel cell technologies.
  - (4) Perform economic studies to identify short and long term benefits for the use of fuel cell technology.
  - (5) To conduct evaluation studies to compare different fuel cell technology systems. Both from an efficient and economic perspective.
  - (6) To execute analytical studies and identify environmental impacts of the implementation of fuel cell technologies in comparison with other forms of energy.
  - (7) To establish educational procedures concerning the reliability and safe usage of fuel cell energy. This will include energy cycles in comparison with photosynthesis, electrochemical energy conversion, transfer of energy, energy efficiency, and so forth.
  - (8) To develop energy systems architectures with fuel cell as the core device, suitable for the Southeastern Europe (S-E-E) environment, i.e. remote villages, isolated islands, plethora of watercraft, mountainous regions, poor infrastructure.
  - (9) To perform analysis and identify readily available local sources of hydrogen fuel.
  - (10) To perform operational suitability studies of fuel cells application in specific S-E-E regions.
  - (11) To perform availability studies of fuel cells based energy systems in USA; Europe; Japan; India; China.
  - (12) To develop and prepare specific installation and logistics support plans.
  - (13) To develop criteria for selection of fuel cell based systems.

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- (14) To assist local governments in developing plans and policies to transit into the hydrogen era.
- (15) To develop training courses.

(b)

- (1) To represent, acquire by purchase, invest in, and lease fuel cell technologies equipment and systems, both domestically and internationally.
- (2) To utilize business strategies to enhance the economic and technological objectives of the corporation. Manage fuel energy projects to protect and enhance its investment in any personal property deemed beneficial to the corporation, and to encumber or dispose of any such projects at any time owned or held by the corporation.
- (3) To develop and foster alliances with other corporations engaged in fuel cell activities.
- (4) To obtain membership in professional organizations involved with fuel cells.

(c) To engage in any lawful enterprise whether technological, industrial, or managerial, calculated or designated to be profitable to this corporation.

(d) To generally engage in, do and perform an enterprise, act, or vocation that a natural person might or could do or perform.

(e) To possibly engage in the manufacture, or otherwise purchase, own, or represent, assign and transfer, or otherwise dispose of: anything related to fuel cell energy devices, and projects.

(f) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby: to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money, upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any of the aforesaid purposes of the Corporation.

(g) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligation and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise.

(h) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or, or any bonds issued by, or evidence of indebtedness created by any other corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(i) To purchase, sell and transfer shares of its own capital stock.

(j) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and there under.

(k) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed to both as objects and powers; and it is hereby expressly provided that the foregoing shall not be held to limit or restrict in any manner the powers of the corporation.

### ARTICLE III CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares at \$ 10 par value common capital stock. Each of the said shares of stock shall entitle the holder thereto to one (1) vote at any meeting of the stockholders. All or any part of the said capital stock may be paid for in cash, in property, or in labor or services, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

### ARTICLE IV INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will be not less than 1000 dollars.

### ARTICLE V EXISTENCE OF CORPORATION

This Corporation shall have perpetual existence.

### ARTICLE VI ADDRESS

The address of the principal place of business for the new Corporation is : 1501 Gulf Blvd. #207 Sand Key, FL 3767. The Corporation shall have the power to change the location of the principal office and to establish branch officers at any other places within or without the State of Florida, as may be determined and deemed expedient.

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ARTICLE VII  
BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist off not less than one and nor more than five, the number of the same to be fixed by the stockholder or by the corporate by-laws. Each of the said Directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors present at a meeting of the Board of Directors. Any act taken at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders.

ARTICLE VIII  
FIRST BOARD OF DIRECTORS

The name and address of the first Board of Directors who shall serve until they resign or until their successors have been duly elected and qualified are:

Name: Nicholas J. Maroulis  
Street Address: 1501 Gulf Blvd. #207  
City and State: Sand Key, FL 33767

Name: Chris P. Tsokos  
Street Address: 1202 Parilla De Avila  
City and State: Tampa, FL 33613

ARTICLE IX  
BY-LAWS

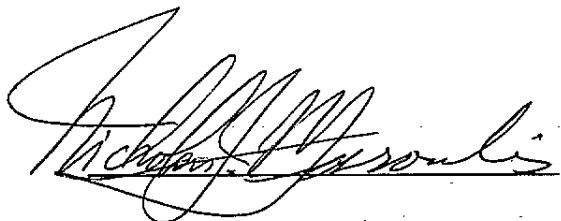
- (a) The power to adopt the by-laws of this Corporation, to alter, amend, or repeal the by-laws or to adopt new by-laws, shall be bested in the Board of Directors of this Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until half a year shall have expired since such an action by vote of such stockholders.
- (b) The by-laws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management of conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

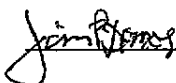
ARTICLE X  
SUBSCRIBERS

The subscriber to these Articles of Incorporation, his address, the number of shares of stock each intends to take and the consideration paid therefore, are as follows:

<u>Name</u>	<u>Number of Shares</u>
Nicholas J. Maroulis, President /Treasure	50 at \$10/share
Chris P. Tsokos, Vice-President/Secretary	50 at \$10/share

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation have hereunto affixed his name and respective seal on this 28TH day of DECEMBER 2000.





(Witness)





(Witness)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

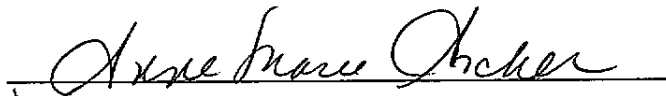
BEFORE ME, the undersigned authority, personally appeared

NICHOLAS J. MAROULIS

CHRIS P. TSOKOS

whom after being first duly cautioned and sworn, depose(s) and says(s): That they executed the aforesaid Articles of Incorporation for the uses and purposes therein set forth.

WITNESS, my hand and official seal in the State and County aforesaid this 28TH day of DECEMBER 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Anne Marie Archer

★ My Commission CC888784

Expires November 16 2003

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First- FUEL CELL TECHNOLOGY TRANSIT, INC. desiring to organize the laws of the State of Florida with its principle office, as

indicated in the Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida has names Nicholas J. Maroulis, located at 1501 Gulf Blvd. #207, Sand Key, FL 33767, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having seen named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
(Resident Agent)

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