

Division of Corporations

P01000012295**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : DALE, BALD, SHOWALTER & MERCIER, P.A.
Account Number : I20000000171
Phone : (904)355-1155
Fax Number : (904)355-1520

01 FEB - 1 AM 9:17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****Battery Management Technologies, Inc.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION

OF

BATTERY MANAGEMENT TECHNOLOGIES, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is BATTERY MANAGEMENT TECHNOLOGIES, INC.

Article II

Nature of Business

This corporation is organized for the purposes of marketing, distributing, selling and servicing acid battery monitors and alarms, and for the purpose of transacting any or all lawful business.

Article III

Principal Office

The initial principal office and mailing address of the corporation is 1661 N. W. 58th Lane, Ocala, Florida 34475.

Article IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

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Article VInitial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Lee F. Mercier, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping the registered office open for service of process.

Article VIDirectors

A. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

B. Initial Directors. The name and street address of the members of the first board of directors of the corporation is:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|------------------|---|
| Paul J. Mohrman | 7932 Stratford Chase Lane Jacksonville, Florida 32256 |
| Henry C. Johnson | 6036 N. W. 44th Place Gainesville, Florida 32606 |
| Donald M. Hune | 3771 Planters Creek Circle, W. Jacksonville, Florida 32224 |

C. Director Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

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Article VII

Bylaws

The bylaws of the corporation shall be adopted, altered, amended and repealed from time to time by the board of directors.

Article VIII

Incorporator

The name and address of the incorporator of this corporation is:

Julie Saieg
Dale, Bald, Showalter & Mercier, P.A.
200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Article X

Indemnification

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 1st day of February, 2001.


Julie Saieg

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[illegible]

The foregoing instrument was acknowledged before me this 15 day of February, 2001, by Julie Saieg, who is personally known to me.



Sumback

Notary Public, State of Florida
at Large
My Commission Expires:

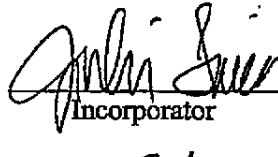
Typed or printed name of Notary

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That BATTERY MANAGEMENT TECHNOLOGIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Ocala, State of Florida, has named Lee F. Mercier, located at 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.


Incorporator

Date: 2-1-01

Having been named to accept service of process for the above stated 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.


Registered Agent

Date: 2-1-01

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