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FLORIDA PROFTT CORPORATION OR P.A.

PowerTherm, Inc.

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**ARTICLES OF INCORPORATION
OF
POWERTHERM, INC.**

ARTICLE I-NAME

The name of the Corporation is PowerTherm, Inc. (the "Corporation").

ARTICLE II-PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 1057 Ellis Road North, Unit 4, Jacksonville, Florida 32254.

ARTICLE III-CAPITAL STOCK

The aggregate number of shares of all classes of stock that the Corporation shall have authority to issue is twelve million (12,000,000) and shall consist of two classes of shares designated as follows:

A. Ten million (10,000,000) shares of Common Stock of the par value of one cent (\$.01) (the "Common Stock"); and

B. Two million (2,000,000) shares of Preferred Stock of the par value of one cent (\$.01) (the "Preferred Stock").

The shares of Preferred Stock may be issued in series with such designations, rights, privileges, limitations, preferences, voting powers, prohibitions, restrictions or qualifications of the voting rights and other rights and powers, and the terms as to redemption or conversion thereof as are determined by the Board of Directors. Without limiting the foregoing, the Board of Directors shall determine:

- (1) The designation of any such number of series, the number of shares to constitute such series and the stated value thereof;
- (2) Whether such shares shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;

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- (3) The dividends, if any, payable on such series and whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preferences or relations which such dividends shall bear to the dividends payable on any such shares of stock of any other class or any other series of this class;
- (4) Whether the shares of such series shall be subject to redemption by the Corporation and, if so, the times, prices and other terms and conditions of such redemption;
- (5) The amount or amounts payable upon such shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
- (6) Whether the shares of such series shall be subject to the operation of a retirement or sinking fund, and, if so, the extent and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;
- (7) Whether the shares of such series shall be convertible into or exchangeable for, shares of stock of any other class or classes or of any other series of preferred stock or any other class or classes of capital stock, and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange;
- (8) The limitations and restrictions, if any, to be effective when any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, or upon the purchase, redemption or other acquisition by the Corporation of, the common stock or shares of any other class or any other series of preferred stock; and
- (9) The conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of preferred stock or of any other class or classes.

ARTICLE IV-AMENDMENTS

The Corporation reserves the right to alter, amend or rescind any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE V- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the Corporation's initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VI- INCORPORATOR

The name and mailing address of the sole incorporator to these Articles of Incorporation are John R. Smith, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

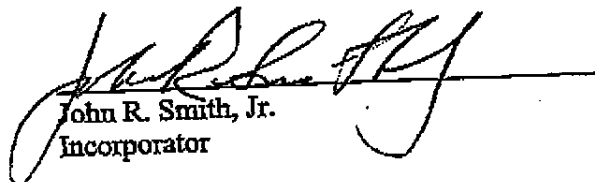
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of February, 2001.


John R. Smith, Jr.
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, PowerTherm, Inc., 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 PowerTherm, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND SMITH HULSEY & BUSEY IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: Harry M. Wilson, III
Harry M. Wilson, III
Its Vice-President

Date: February 16, 2001

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