

P0100000 24932

RICHARD A. ZAMBO, P.A.  
ATTORNEYS AND COUNSELLORS

598 S.W. HIDDEN RIVER AVENUE  
PALM CITY, FLORIDA 34990  
Telephone (561) 220-9163  
FAX (561) 220-9402  
email: richzambo@aol.com

REGISTERED PROFESSIONAL ENGINEER  
REGISTERED PATENT ATTORNEY

COGENERATION & ALTERNATIVE ENERGY  
ENERGY REGULATORY LAW

VIA FEDERAL EXPRESS

March 5, 2002

500003802035--5  
-03/06/01-01053-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: APEX Power Holdings, Inc.

Dear Sir/Madam,

Enclosed find the original and one duplicate of the Articles of Incorporation of the for-profit Florida corporation "APEX Power Holdings, Inc.". We have also enclosed our check - payable to the Florida Department of State - in the amount of \$78.75 to cover the fees associated with: (i) Filing of the Articles (\$35.00); (ii) Designation of a Registered Agent (\$35.00); and (iii) Furnishing one Certified Copy (\$8.75).

Please forward the Certified Copy to the above address. In the event you have any questions or require any additional information regarding this filing, please contact us immediately.

Sincerely,



Richard A. Zambo

RAZ/sn  
enclosures

FILED  
01 MAR -6 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gy 3/9

**ARTICLES OF INCORPORATION**  
**OF**  
**APEX POWER HOLDINGS, INC.**

**FILED**  
**01 MAR -6 PM 3:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned incorporators, for the purpose of forming a for-profit corporation under the Florida Business Corporation Act, hereby adopts these Articles of Incorporation.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be APEX Power Holdings, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

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

4611 S. University Drive, Suite 170  
Davie, Florida 33328

**ARTICLE III - PURPOSE**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV -SHARES**

This corporation is authorized to have outstanding at any given time, a maximum of 10,000 shares of a single class of common stock, having a par value of \$1.00 per share.

**ARTICLE V - INITIAL OFFICERS AND DIRECTORS**

The initial Officers and Directors of this corporation shall be:

Richard A. Zambo, Director,  
President, Secretary  
598 SW hidden River Avenue  
Palm City, Florida 34990

Michael D. Bedley, Director,  
Vice President, Treasurer  
8080 Bermuda Point Lane  
Davie, Florida 33328

ARTICLE VI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with and acceptance by the Florida Department of State.

ARTICLE VII- INITIAL REGISTERED AGENT AND STREET ADDRESS

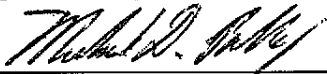
The name and Florida street address of the initial registered agent are:

Michael D. Bedley  
8080 Bermude Point Lane  
Davie, Florida 33328

FILED  
01 MAR -6 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Registered Agent


*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 statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
Michael D. Bedley


March 5, 2001

ARTICLE VIII - INCORPORATORS

The name and address of the incorporators of these Articles of Incorporation are:

  
\_\_\_\_\_  
Richard A. Zambo  
598 SW hidden River Avenue  
Palm City, Florida 34990

March 5, 2001

  
\_\_\_\_\_  
Michael D. Bedley  
8080 Bermude Point Lane  
Davie, Florida 33328

March 5, 2001