

P01000057805

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

June 4, 2001

FILED  
01 JUN -6 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

600004367336-1  
-06/06/01-01040-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Agilis Power Ventures, Inc.

Dear Sir/Madam,

Enclosed find the original and one duplicate of the Articles of Incorporation of the for-profit Florida corporation "Agilis Power Ventures, 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

F. 01-2001 JUN 1 1 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**AGILIS POWER VENTURES, INC.**

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 Agilis Power Ventures, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

204 E. Terrace Avenue  
Plant City, Florida 33565

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN - 6 PM 3:09

FILED

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 4,000 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:

Michael D. Bedley, Director,

Richard Sacchi, Director

8080 Bermuda Point Lane  
Davie, Florida 33328

204 E. Terrace Avenue  
Plant City, Florida 33565

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

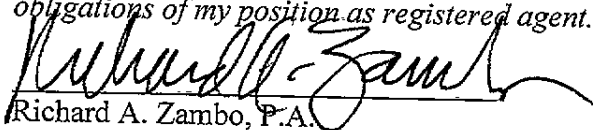
The name and Florida street address of the initial registered agent are:

Richard A. Zambo, P.A.  
598 SW Hidden River Avenue  
Palm City, Florida 34990

---

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.*

  
Richard A. Zambo, P.A.

June 4, 2001

---

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation is:

Richard A. Zambo  
Richard A. Zambo, P.A.  
598 SW Hidden River Avenue  
Palm City, Florida 34990

June 4, 2001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN -6 PM 3:09

FILED