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ALSO ADMITTED
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Florida Secretary of State
Corporation Division
New Filing Section
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

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TALLAHASSEE FLORIDA

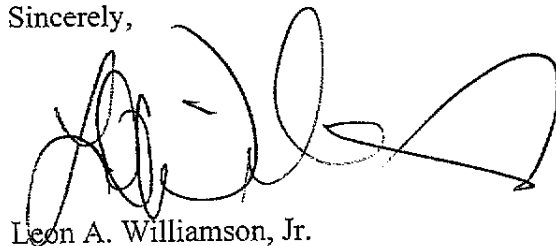
RE: D & J Power Corp.

To Whom It May Concern:

Enclosed are the Articles of Incorporation of D & J Power Corp. Also enclosed is a check from my Trust Account in the amount of \$78.75 for the filing fee and Certificate of Incorporation. I would appreciate your file stamping the copy enclosed herewith, and returning it, along with a Certificate of Incorporation, to me in the enclosed FedEx envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Leon A. Williamson, Jr.

/jmh

Encl.

6/13/01

2001 JUN 11 AM 8:59

ARTICLES OF INCORPORATION OF
D & J POWER CORP.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is D & J Power Corp.

ARTICLE II

The existence of the Corporation shall begin on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

The address of the principal office of the Corporation is 2515 E. Hanna Avenue, Tampa, Florida 33610.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares which shall have a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2515 E. Hanna Avenue, Tampa, Florida 33610. The initial registered agent for the Corporation at that address is Leon A. Williamson, Jr.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The name and address of the individual who will serve on the initial Board of Directors is as follows:

Leon A. Williamson, Jr.
2515 E. Hanna Avenue
Tampa, FL 33610

The number of members of the Board of Directors may be increased or decreased by adoption of bylaws, and the number thereof may be increased or decreased from time to time by amendment thereto, however, there shall always be at least one member of the Board of Directors.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is Leon A. Williamson, Jr., and his address is 2515 E. Hanna Avenue, Tampa, FL 33610.

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by applicable law.

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


Leon A. Williamson, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for D & J Power Corp. at the place designated in the Articles of Incorporation, the undersigned accepts said designation, and further being familiar with the obligations of that position pursuant to Florida Statutes Section 607.0501(3) accepts the obligations set forth in said Statute.

6-1-01
Date


Leon A. Williamson, Jr.