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ACCOUNT NO. : 072100000032

REFERENCE : 380740 7281035

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : August 3, 2001

ORDER TIME : 11:45 AM

ORDER NO. : 380740-001

CUSTOMER NO: 7281035

CUSTOMER: Mr. John A. Ball
Mr. John A. Ball

1224 Mira Vista Ln.

Melbourne, FL 32940

DOMESTIC FILING

NAME: SHOREPOWER, INC.

EFFECTIVE DATE:

- XXX ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP
- _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XXX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112
EXAMINER'S INITIALS:

2001 AUG -6 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

2001 AUG -6 PM 3: 57
NOT RETURNED
TO AGENCY OF FILING
SUFFICIENCY

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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8/7/01

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

SHOREPOWER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHOREPOWER, INC.

The address of the principal office of this corporation shall be 1224 Mira Vista Lane, Melbourne, Florida 32940, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

John Atkins Ball	1224 Mira Vista Lane
Dir.	Melbourne, Florida 32940

Sally Heck Ball	1224 Mira Vista Lane
Dir.	Melbourne, Florida 32940

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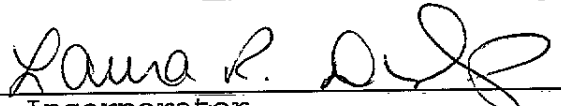
ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

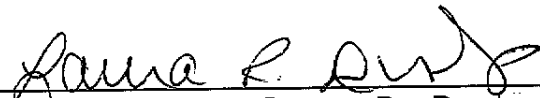
The undersigned incorporator has executed these
Articles of Incorporation on August 6, 2001.



Incorporator
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

TJW/axy