

Thomas E. Evaris, Jr., CPA, PA  
Certified Public Accountant

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*PO2000090369*

August 16, 2002

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-08/19/02--01043--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32314

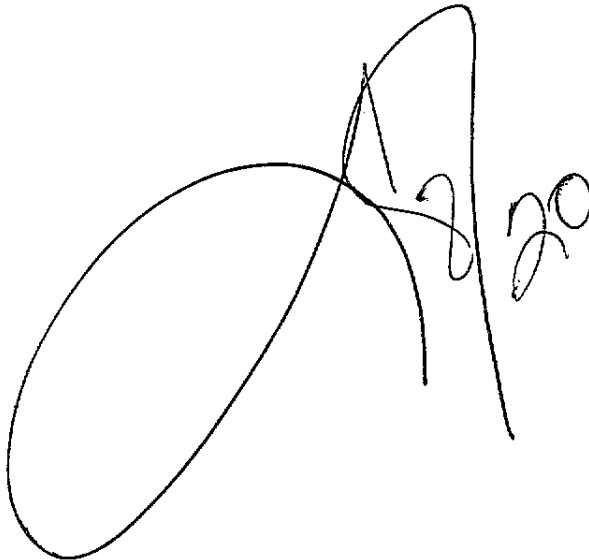
Subject: Incorporation "AMERICAN POWER WINTER HAVEN FL, INC."

Gentlemen:

Please Incorporate AMERICAN POWER WINTER HAVEN FL, INC. Enclosed are two copies of the Articles of Incorporation for ", INC." and a check for \$78.75 to pay the Incorporation fee.

Sincerely,

  
Thomas E. Evaris, Jr., CPA  
Thomas E. Evaris, Jr., CPA, PA



FILED  
02 AUG 19 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN POWER WINTER HAVEN FL, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate Name is: AMERICAN POWER WINTER HAVEN FL, INC., The principal corporate address is: 700 Ave K, SW, Winter Haven, FL 33880.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business allowable under the Laws of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered office of the Corporation is 700 Ave K, SW, Winter Haven, FL 33880, and the name of the initial Registered Agent at such address is Randy Valley.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one Director and a maximum of three directors.

ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is:

Randy Valley  
700 Ave K, SW  
Winter Haven, FL 33880

IN WITNESS WHEREOF. We have Subscribed our names this 16th Day of August 2002.



Randy Valley Incorporator

STATE OF FLORIDA

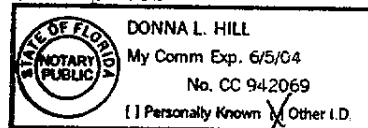
COUNTY OF POLK:

On this 16th Day of August 2002 before me personally appeared Randy Valley known to be the persons whose names are subscribed to the within instrument, and acknowledged that they have executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Donna L. Hill  
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

PURSUANT TO SECTION 607.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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: AMERICAN POWER WINTER HAVEN FL, INC.
2. The name and address of the registered agent and office is:

American Power Winter Haven FL, Inc.  
700 Ave K, SW  
Winter Haven, FL 33880

ACKNOWLEDGEMENT

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

DATED: This 16th Day of August 2002

Randy Valley, REGISTERED AGENT

**FILED**  
02 AUG 19 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA