

FEB-5 10:30 AM

EMMANUEL SHEPPARD CONDON

FAX NO. 850 433 6162

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : EMMANUEL SHEPPARD & CONDON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

POWER QUALITY ASSURANCE CORP.

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EMMANUEL SHEPPARD CONDON

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ARTICLES OF INCORPORATION
OF
POWER QUALITY ASSURANCE CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this Corporation shall be:

POWER QUALITY ASSURANCE CORP.

and its principal office and mailing address shall be at: 15 rue de Chamirey, 71640 Mercurey, France.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common

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Stock.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Dickson & Co. P.A.
121 S. Palafox Street
Pensacola, FL 32502

The name of the initial registered agent of this Corporation at that address shall be:

Barry E. Dickson

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

John G. Frioud
15 rue de Chamirey
71640 Mercurey
France

Linda M. Frioud
15 rue de Chamirey
71640 Mercurey
France

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ARTICLE VII

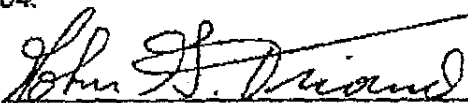
INCORPORATOR

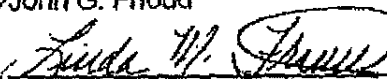
The names and street addresses of the incorporators signing these Articles of Incorporation are as follows:

John G. Frioud 15 rue de Chamirey
71640 Mercurey
France

Linda M. Frioud 15 rue de Chamirey
71640 Mercurey
France

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Mercurey, France, for the uses and purposes aforesaid, this 4th day of February, 2004.


John G. Frioud


Linda M. Frioud, Incorporators

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR **POWER QUALITY ASSURANCE CORP.**, A FLORIDA CORPORATION, (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Barry E. Dickson

Dated: 2/4/04

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TALLAHASSEE, FLORIDA

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