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TALLAHASSEE, FLORIDA

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JOHN K. FINCH

Attorney at Law

Associate Counsel:
Jolynn Wall

July 6, 2005

SENT VIA FEDEX OVERNIGHT

Department of State
Division of Corporations
Corporate Records Bureau
Attn: Susan Payne
P.O. Box 6327
Tallahassee, FL 32301

Re: Gulfcoast Power Source Inc. - Dissolution

Dear Susan:

Thank you for calling me concerning the wrong Articles of Dissolution. Please either destroy the Articles of Dissolution previously submitted, dated June 30, 2005 or return it to me. Enclosed please find the proper Articles of Dissolution pursuant to Florida Statute Sections 617.1401 and 1403.

Please process the documents and return to me a certified copy of the new For Profit Articles for Incorporation and a certified copy of the Articles of Dissolution processed.

I truly appreciate your cooperation and assistance in this matter. If there is any further problem, please do not hesitate to give me a call.

Sincerely,


JOHN K. FINCH

JKF/st
encl.

JOHN K. FINCH

Attorney at Law

Associate Counsel:
Jolynn Wall

June 22, 2005

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

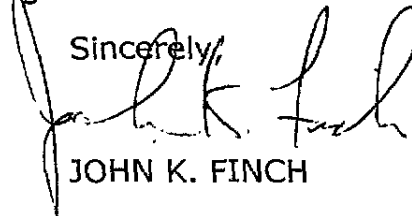
Re: Gulfcoast Power Source, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Amended Articles of Incorporation and the original and one copy of the Certificate Designating Registered Agent and Place of Business or Domicile for the Service of Process Within Florida for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed, which represents \$70.00 for the filing fee and \$52.50 for a certified copy.

Please file the original of the enclosed Amended Articles of Incorporation and return a certified copy to me. If you have any questions or need additional information, please give me a call.

Sincerely,



JOHN K. FINCH

JKF/st
encl.

JOHN K. FINCH
Attorney at Law

Associate Counsel:
Jolynn Wall

June 29, 2005

SENT VIA FEDEX OVERNIGHT

Department of State
Division of Corporations
Corporate Records Bureau
Attn: Susan Payne
P.O. Box 6327
Tallahassee, FL 32301

Re: Gulfcoast Power Source, Inc.

Dear Susan:

I enjoyed talking to you earlier today. Enclosed please find the following documents:

1. Original and one (1) copy of the Articles of Dissolution by Incorporator.
2. Affidavit of Robert J. Mulford and John K. Finch.
3. Original and one (1) copy of the **new** Articles of Incorporation.
4. Original and one (1) copy of the Certificate Designating Registered Agent and Place of Business or Domicile for the Service of Process Within Florida.
5. A check in the amount of \$8.75 for a certified copy of the Articles of Dissolution.

Please process the documents and return to me a certified copy of the **new** Articles for Incorporation and a certified copy of the Articles of Dissolution.

If you have any questions or need additional information, please give me a call.

Sincerely,


JOHN K. FINCH

JKF/st
encl.

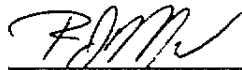
AFFIDAVIT OF ROBERT J. MULFORD AND JOHN K. FINCH

**STATE OF FLORIDA
COUNTY OF PINELLAS**

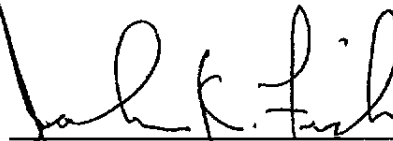
BEFORE ME, the undersigned authorities, personally appeared,
ROBERT J. MULFORD and JOHN K. FINCH, who being first duly sworn,
deposes and says:

1. I, ROBERT J. MULFORD, the sole incorporator of GULFCOAST
POWER SOURCE, INC., am not going to reactivate the corporation as a non-
profit corporation.
2. An error was made and the Articles of Incorporation were filed as a
non-profit corporation instead of a profit corporation.
3. The non-profit corporation is dissolved and will not be reinstated.
4. The new Articles of Incorporation for profit are being filed.

FURTHER AFFIANTS SAYETH NAUGHT.



ROBERT J. MULFORD

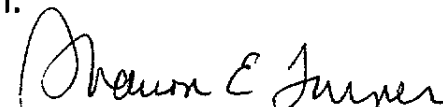


JOHN K. FINCH

The foregoing Affidavit of ROBERT J. MULFORD and JOHN K. FINCH
was acknowledged before me this 30th day of June, 2005, by **ROBERT J.
MULFORD**, sole incorporator of Gulfcoast Power Source, Inc., who is
personally known to me, or ~~who did produce~~ _____
as identification and who did take an oath.



Shawn E Turner
My Commission DD356067
Expires October 22, 2008

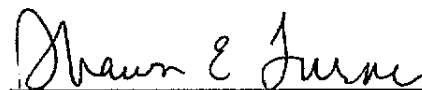


Notary Public
My Commission Expires:

The foregoing Affidavit of ROBERT J. MULFORD and JOHN K. FINCH
was acknowledged before me this 30th day of June, 2005, by **JOHN K.
FINCH**, who is personally known to me and who did take an oath.



Shawn E Turner
My Commission DD356067
Expires October 22, 2008



Notary Public
My Commission Expires:

ARTICLES OF INCORPORATION
OF
GULF COAST POWER SOURCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **GULF COAST POWER SOURCE, INC.**

ARTICLE II. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles and continuing until dissolved according to law.

ARTICLE III. NATURE OF BUSINESS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This Corporation is authorized to issue and have outstanding at any one time 1,000 shares of \$1.00 par value per share common stock.

Par value shares may be issued only for a consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, all shares issued shall be deemed fully paid and non-assessable.

ARTICLE V. BOARD OF DIRECTORS.

This Corporation shall have one initial director. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The name of the initial director of this Corporation and his street address is:

**ROBERT J. MULFORD
2422 Bent Tree Road #2715
Palm Harbor, FL 34683**

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VI. INDEMNIFICATION.

The corporation shall indemnify any present or former officer or director, or personal exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**ROBERT J. MULFORD
2422 Bent Tree Road #2715
Palm Harbor, FL 34683**

ARTICLE X. PRINCIPAL OFFICE/REGISTERED OFFICE ADDRESS AND AGENT

The street address, as well as, the mailing address of the **Principal Office** is **Robert J. Mulford**, 2422 Bent Tree Road #2715, Palm Harbor, FL 34683 **Mailing Address:** P.O. Box 405, Palm Harbor, FL 34682-0405 and the **Registered Office** of this Corporation in the State of Florida shall be 323 Main St., Safety Harbor, Florida 34695 and the name of the registered agent of this corporation at that address is **John K. Finch, Esq.** The Principal Office and

Registered Office have different street and mailing addresses.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on June 30, 2005.



ROBERT J. MULFORD

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 30th day of June, 2005, by **ROBERT J. MULFORD**, who is personally known to me/~~who produced~~ as identification, and who did/did not take an oath.



Notary Public

My Commission Expires:



Shawn E Turner
My Commission DD356067
Expires October 22, 2008

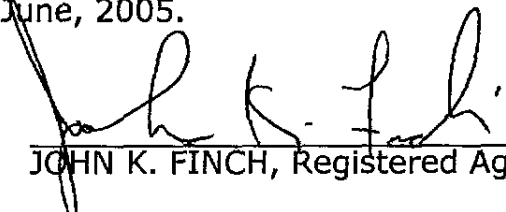
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

GULF COAST POWER SOURCE, INC., to organize or qualify under the laws of the State of Florida, with its Initial Registered Office as indicated in the Articles of Incorporation, at 323 Main Street, Safety Harbor, County of Pinellas, State of Florida, 34695, has named **John K. Finch** as its agent to accept service of process within Florida.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the Registered Agent for the above said corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes Chapter 607.0505 and all other statutes relative to the proper performance of my duties. Accepted this 30 day of June, 2005.



JOHN K. FINCH, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA