

7/11/2005 13:02:39 393125581 MARBIN & ASSOC. P.A. PAGE 01/05  
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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**AEROPOWER, INC.**

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**ARTICLES OF INCORPORATION**

**OF**

**AEROPOWER, INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: **AEROPOWER, INC.**

**ARTICLE II**

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III**

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
<u>Authorized</u>		
1,000	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

**ARTICLE V**

The street address of the initial registered office of this corporation and its initial registered

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agent are as follows:

H. Alfred Cherradi  
11748 N.W. 12<sup>th</sup> Street  
Pembroke Pines, Florida 33026

**ARTICLE VI**

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time, unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first director of the corporation who shall hold office for the first year or until his successor(s) are duly elected and qualified, shall be:

H. Alfred Cherradi  
11748 N.W. 12<sup>th</sup> Street  
Pembroke Pines, Florida 33026

**ARTICLE VII**

The name and address of the Incorporator is:

H. Alfred Cherradi  
11748 N.W. 12<sup>th</sup> Street  
Pembroke Pines, Florida 33026

**ARTICLE VIII**

The address of the corporation is:

AEROPOWER, INC.  
11748 N.W. 12<sup>th</sup> Street  
Pembroke Pines, Florida 33026

**ARTICLE IX**

The private property of the shareholders shall not be subject to the payment of the corporate debts

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to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

**ARTICLE X**

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by the law either now existing or hereafter enacted.

*IN WITNESS WHEREOF*, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 11<sup>th</sup> day of July, 2005.

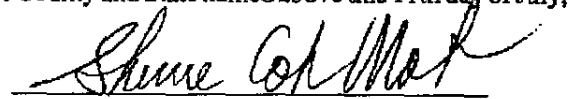
  
H. ALFRED CHERRADI

**ACKNOWLEDGMENT**

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE )

*BEFORE ME*, the undersigned authority, personally appeared H. ALFRED CHERRADI personally known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

*WITNESS* my hand and official seal in the County and State named above this 11<sup>th</sup> day of July, 2005.

  
NOTARY PUBLIC, State of Florida  
Print Notary Name  
Commission No.:  
My Commission Expires:



Sherril Cohen Martin  
My Commission DC238422  
Expires July 28, 2007

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:  
**AEROPOWER, INC.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 48 East Flagler Street, Penthouse 104, Miami, Florida 33131, has named **H. ALFRED CHERRADI**, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of this Act relative to keeping said office open.

By:

  
H. ALFRED CHERRADI

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