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Sharon B. Rinehimer, P.A.

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Attorney at Law

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West Palm Beach, Florida 33404
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sharon B. Rinehimer
Also a member of the New Jersey Bar

January 6, 1995

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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Re: Filing Articles of Incorporation of Magnetic Power Technologies, Inc.

Gentlemen:

Enclosed please find the following in connection with the above captioned filing:

1. An original and a xerox copy of the Articles of Incorporation of Magnetic Power Technologies, Inc.
2. The Firm's check in the amount of \$122.50 in payment for the following:

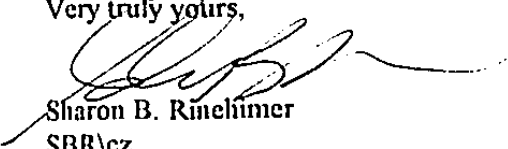
(a)	Filing Fee in the amount of	\$ 35.00
(b)	Certified Copy in the amount of	52.50
(c)	Resident Agent Designation in the amount of	<u>35.00</u>

TOTAL \$ 122.50

3. A Certificate Designation Resident Agent.

Please file the original in your office and return the certified copy to this office in the self-addressed envelope at your earliest convenience.

Very truly yours,


Sharon B. Rinehimer
SBR\cz
Encls.

leg:magnetic,lr

1-11-95

ARTICLES OF INCORPORATION
MAGNETIC POWER TECHNOLOGIES, INC.

The undersigned, Ronald G. Fink., natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

MAGNETIC POWER TECHNOLOGIES, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida, specifically but not limited to testing, developing and manufacturing Magnetic Power devices.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ONE MILLION (1,000,000) shares of common stock having a par value of six cents (.10) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

RONALD G. FINK
3875 FISCAL COURT
WEST PALM BEACH, FLORIDA 33404

This is also the principal office and mailing address of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have SIX (6) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than six (6). The initial directors shall be: Ronald G. Fink, 3875 Fiscal Court, West Palm Beach, Florida 33404, Richard C. Sheehan 199 Regatta Drive, Jupiter, Florida 33477, Lee A. Kimmel, 100 E. Blue Heron Blvd. Riveria Beach, Florida 33404, David R. Kimmel 3220 SE Amherst Street, Stuart, Florida, 34997, Leo R. Tommony, 549 W. Kalmia Drive, #2, Lake Park, Florida 33403, and Carole A. Tommony, 549 West Kalmia Drive #2, Lake Park, Florida 33403.

ARTICLE VII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Ronald G. Fink, and his street address is 3875 Fiscal Court, West Palm Beach, Florida 33404.

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 stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Magnetic Power Technologies, Inc., on this 6th day of January, 1995.


Ronald G. Fink

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 6th day of January, 1995,
by Ronald G. Fink as Incorporator.

SEAL


NOTARY PUBLIC OF STATE OF FLORIDA

MY COMMISSION EXPIRES:



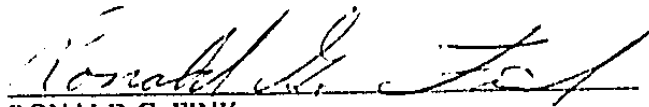
OFFICIAL SEAL
SHARON B. RINEHIMER
My Commission Expires
June 28, 1995
Comm. No. CC 123163

CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS

Magnetic Power Technologies, Inc., corporation existing under the laws of the State of Florida with it's principal office at 3875 Fiscal Court, West Palm Beach, Florida 33404 has named Ronald G. Fink whose address is 3875 Fiscal Court, West Palm Beach, Florida 33404 as its Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designating in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.



RONALD G. FINK
RESIDENT AGENT

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TALLAHASSEE FLORIDA