

P95000017228
SHELDON S. WEITZMAN
ATTORNEY AT LAW

7858 N.W. 11TH PLACE
TEL 305-474-4506
FAX 305-225-2714
PLANTATION, FL 33322

February 10, 1995

Secretary of State
State of Florida
Corporation Department
Tallahassee, FL

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of RTW Power
Foundation, Inc. together with a check in the amount of \$ 70.00
in payment for costs.

Thank you for your assistance.

Cordially,

Sheldon S. Weitzman
SHELDON S. WEITZMAN

SSW:v

encs:

3/2/95
[Signature]

ARTICLES OF INCORPORATION

RTW POWER FOUNDATION, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is RTW POWER FOUNDATION, INC.

ARTICLE TWO

CORPORATION DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The general purpose for which the corporation is organized is:

1. To engage in the business of filing, prosecuting to issuance, holding, licensing, defending, selling, financing and dealing in patents, trademarks, service marks, trade secrets, industrial know-how and other intellectual property rights.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish paragraph 1 above.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100,000 shares of Common Stock. Such shares shall be of a single class, and shall have a par value of \$.01 per share.

ARTICLE FIVE

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial office of the corporation is 7858 N.W. 11th Place, Plantation, FL 33322 and the name and address of its initial registered agent at such

address is Sheldon S. Weitzman, 7858 N.W. 11th Place, Plantation, FL 33322.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Sheldon S. Weitzman	7858 N.W. 11th Place Plantation, FL 33322

ARTICLE SEVEN

INCORPORATORS

The name and address of each incorporator and subscriber of the shares authorized hereunder at par value is :

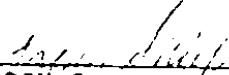
<u>NAME</u>	<u>ADDRESS</u>
Sheldon S. Weitzman	7858 N.W. 11th Place Plantation, FL 33322

Executed by the undersigned this 20th day of February, 1995.



SHELDON S. WEITZMAN
INCORPORATOR

Having been named Registered Agent to accept service of process for the above named corporation at the place designated in the Certificate of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



SHELDON S. WEITZMAN
Registered Agent
Date: February 11, 1995

ACKNOWLEDGEMENT

STATE OF FLORIDA :
COUNTY OF DADE :

Personally appeared before me, the undersigned authority to me known to be the incorporator and Registered Agent described in the foregoing Certificate of Incorporation of RTW Power Foundation, Inc. and he acknowledged the same, and after being by me duly sworn, upon oath deposes and says: that it is intended in good faith to carry out the purpose and objects set forth herein.

Sworn to and Subscribed
before me this 16 day
of February, 1995.

[Signature]
Notary Public, State of Florida

My Commission Expires: Dec 11, 1995.

Notary Public
State of Florida at Large
My Commission Expires
December 11, 1995