

LAW OFFICES
JOHN ROSS ADAMS
PROFESSIONAL ASSOCIATION
SUITE G
101 SOUTHEAST SIXTH AVENUE
DELMAR BEACH, FLORIDA 33483
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SHARON L. LUNSFORD
CERTIFIED LEGAL ASSISTANT

PA500039985

May 15, 1995

Office of the Secretary of State
Attn.: Corporate Division
The Capitol
Tallahassee, FL 32301

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05/18/95 08:51:01G
***12.50 ***12.50

Re: POWER GENERATION ASSOCIATES, INC.

Gentlemen:

Attached are Articles of Incorporation with Resident Agent Certification, in duplicate.

Will you please file these Articles and furnish me with a certified copy of same. My firm's check in the total amount of \$122.50 is enclosed representing the following fees:

Filing	\$35.00
Certified copy	52.50
Resident Agent	35.00

If you have any further requirements or questions prior to filing, please contact me.

Thank you for your courtesies.

Yours very truly,

John Ross Adams
John Ross Adams.

JRA/sl
enc.
cc: Mr. Kenneth Stenroos

FILED
95 MAY 18 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
POWER GENERATION ASSOCIATES, INC.

ARTICLE I
CORPORATE NAME

The name of this corporation is POWER GENERATION ASSOCIATES, INC.

ARTICLE II
NATURE OF BUSINESS AND POWERS

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 III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$10.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL OFFICE OF CORPORATION

The address of the Principal Office and the mailing address of the corporation is:

c/o Kenneth F. Stenroos
3340 Ridge Lane,
Bovnton Beach, Florida 33435

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

ARTICLE VI.
BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII
INITIAL DIRECTOR

The name of the initial directors of this Corporation and the street address are:

KENNETH F. STENROOS
3340 Ridge Lane
Boynton Beach, Florida 33435
and
CHRISTINE A. WENZEL
(SAME AS ABOVE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE VIII
INITIAL OFFICERS

The names of the initial officers of this Corporation and the street address are:

PRESIDENT & TREASURER

KENNETH F. STENROOS
3340 Ridge Lane
Boynton Beach, FL 33435

VICE-PRESIDENT & SECRETARY

CHRISTINE A. WENZEL
(SAME ADDRESS)

ARTICLE IX
INCORPORATOR

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

KENNETH F. STENROOS
3340 Ridge Lane
Boynton Beach, FL 33435

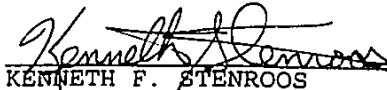
ARTICLE X
AMENDMENT

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 XI
COMMENCEMENT OF BUSINESS


The date when corporation existence shall begin shall be the date these Articles are filed.

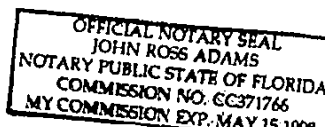
IN WITNESS WHEREOF, the undersigned as Incorporator, has executed the foregoing Articles of Incorporation on this 11 day of May, 1995.


KENNETH F. STENROOS

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared KENNETH F. STENROOS to me personally known who did not take an oath, and to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 11 day of May, 1995.


Notary Public, State of Florida
My Commission expires:



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

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In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That POWER GENERATION ASSOCIATES, INC. desiring to organize
under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation, at County of Palm
Beach, State of Florida, has named CHRISTINE A. WENZEL, as its
agent to accept service of process within this State.

Having been named to accept service of process for the above-
named corporation, at the place designated in this certificate, the
undersigned agrees to act in this capacity, and agrees to comply
with the provisions of Florida law relative to keeping the
designated office open.

SIGNATURE:


CHRISTINE A. WENZEL

DATE:

May 11, 1995

FILED
95 MAY 18 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA