

POWER SYSTEMS LTD., INC.
2107 N.W. 5th Avenue
Wilton Manors, Florida 33311

795000050612

Florida Sec. of State
Corporate Div.
P.O. Box 6327
Tall., Florida 32314

Gentlemen:

Enclosed please find Articles of Incorporation for the above Corporation, together with a copy to be sent back to the above address and a check in the amount of \$7⁰⁰.00.

Kindly file the articles and send the copy back just as soon as possible

Kindest regards,

JUN 28 1995 BSE

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FILED
95 JUN 27 PM 3:44
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF
POWER SYSTEMS LTD., INC.

FILED
95 JUN 27 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is POWER SYSTEMS LTD, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITOL STOCK

This corporation is authorized to issue 7,500 share of One Dollar (\$1.00) par value common stock.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of shares) at the price at which it is offered to others.

ARTICLE V B

The principal office of this corporation is
2107 N.W. 5th Avenue, Wilton Manors, Fl., 33311

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office
of this corporation is 2107 N.W. 5th Avenue, Wilton Manors, Fl.

The name of the initial registered agent of
this corporation at the address is J.S. Sharrow

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The
number of directors may be either increased or diminished from
time to time by the Bylaws but shall never be less than one. The
name and address of the initial director(s) of this corporation
is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Thomas	2107 N.w. 5th Avenue Wilton Manors, Fl

ARTICLE VIII
INCORPORATOR

The name(s) and address(s) of the person(s) signing these
Articles are:

<u>NAME</u>	<u>ADDRESS</u>
J.S. Sharrow	2107 N.W. 5th Avenue Wilton Manors, Fl

ARTICLE IX
IDENTIFICATION

The corporation shall identify any officer or director or
any former officer or director, to the full extent permitted by
law.

ARTICLE X
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite his/her name:

NAME

SHARES

None of the shareholders of the corporation shall make any transfer of stock unless he or she shall first have offered those shares of stock to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

a. Every offer shall be in writing, shall be signed by the offeror and shall be seen to all the other parties in the manner hereafter set forth.

b. The corporation shall have a prior option to purchase the stock by giving notice of acceptance to the offeror within the thirty (30) days after the notice of offer of transfer of stock is made. Upon the failure of the corporation to exercise its option to so purchase the shares of the stock (whether the failure is due to legal limitations or other cause), the nonoffering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock then owned by each of them bears to all of the issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his wife and children. The option granted under this paragraph may be exercised by the corporation or by purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

c. If one or more of the shareholder(s) shall refuse or fail to exercise the option, the accepting shareholder or shareholders shall have the right to purchase from the offeror, in the same proportion or proportions in which he, she or they, then own the stock owned by the refusing shareholders, the shares of the stock remaining unaccepted at the expiration of the forty-five (45) day period an offer to sell the stock was then remade by the offeror to the accepting shareholder or shareholders. The accepting shareholder or shareholders shall have an option to act upon the rights so granted within fifteen (15) days after the expiration of the period of forty-five (45) days. Reoffers of stock pursuant to this paragraph shall be made for additional period of fifteen (15) days until accepting shareholders have had an opportunity to the rights provided for with respect to any stock offered for sale.

d. If any stock has been offered or reoffered for sale under and pursuant to this paragraph and that offer or reoffer has not been finally accepted in accordance with the provisions of this subdivision, then that stock may be sold or disposed of but only on terms and conditions no less favorable than set forth in the offer within sixty (60) days after the expiration of the last date of any right to purchase. Any purchaser or purchasers who acquire the stock shall hold it subject to the terms of this agreement. Any stock that is not sold or disposed of within the sixty (60) days period shall again become fully subject to the terms of this agreement.

e. If the shareholder is legally declared incompetent, his guardian shall have all of the rights of and be subject to all of the obligations under this agreement.

f. All certificates of stock shall be endorsed by the corporation as follows:

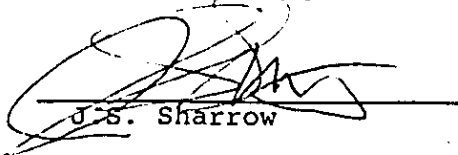
After endorsement, the shareholders shall be entitled to exercise all rights of ownership concerning those shares, subject to the terms of this Article. All shares hereafter issued shall bear the same endorsement.

"This certificate is transferable only upon compliance with the provisions of the Articles of Incorporation, a copy of which is on file in the office of the Secretary of State of Florida."

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of


J. S. Sharrow


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

Pursuance to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Certificate of
Incorporation, at the City Wilton Manors County of Broward
State of Florida, has named J.S. Sharrow, 2107 N.W. 5th
Avenue, Wilton Manors County of Broward State
of Florida, as its agent to accept service of process with this
State.


ACKNOWLEDGMENT:

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


J.S. Sharrow

SWORN TO AND SUBSCRIBED before me this
199

day of


NOTARY PUBLIC

My Commission Expires:

