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WALTON LANTAFF SCHROEDER & CARSON ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 378-6411
TELECOPIER (305) 446-9206

July 13, 1995

CHARLES P. SACHER, P.A.
MICHAEL R. JENKS, P.A.
DAVID K. THARR, P.A.
WAYNE T. GILL, P.A.
NICHOLAS E. CHRISTIN, P.A.
RICHARD P. COLE, P.A.
STEPHEN W. BAZINSKY
CHARLES B. MIRMAN, P.A.
JONATHAN J. DAVIS
BERNARD I. PROBST
LAWRENCE D. SMITH
JOHN P. JOY
JOHN W. MCLUSKEY
GREGORY J. WILLIS
BETH J. LEAHY
ROBERTA J. KARP
JOHN G. WHITE, III
G. BART BILLBROUGH
ROBERT J. STRUNIN
DEBORAH POORE KNIGHT
MARLA A. MUDANO
RICHARD G. ROSENBLUM
HENRY SUAREZ
DAVID M. McDONALD
MICHAEL W. BAKER
ROBERT L. TEITLER
GREGORY T. MARTINI
ROBERT M. DONLON

ALLISON D. CHITTEM
JULICAN L. RICE
PATRICK J. TOOMEY, JR.
PAUL S. MARTIN
AMY L. SMITH
FRANK J. TADDEO
GENE P. KISSANZ
GREGORY W. COLEMAN
SCOTT A. COLE
WILLIAM G. HERSMAN
LAWRENCE D. KING
LAURA M. CASTILLO
CHARLES S. SACHER
GEORGE W. DUSH, JR.
KURT A. WYLAND
SUSAN R. KENT
LIBA TORRON-BAUTISTA
KIP O. LABBNER
NANCY C. VALCARPE
DAVID S. TALLOS
JOSEPH P. CINNEY
RHETT P. DOVE, III
KENNETH L. VALENTINI
RUSSELL A. DOHAN
STEVEN E. FOOR
OF COUNSEL
LAURENCE A. SCHROEDER
SAMUEL O. CARSON
WILLIAM J. GRAY, P.A.
CARL E. JENKINS, P.A.
MARTIN E. SCALAN, P.A.
MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)

ANTHONY A. BALASSO
HARVEY D. GINSBURG
GEOFFREY D. MARKS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

400001543574
-07/24/95--01010--005
***122.50 ***122.50

Re: Powermax Systems, Inc.
Articles of Incorporation
Our File No. 1457-84

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

Please note that in accordance with §607.167, F.S., and Article XI of the Articles, the corporate existence will commence July 18, 1995.

FILED
95 JUL 21 AM 11:10
TALLAHASSEE, FLORIDA

SW
7/25/95

~~00789, 00625, 00671~~

Called
Charles S Sacher
date 07/18/95.
11:00 331 31-1802
7/25/95

Corporate Records Bureau
July 13, 1995
Page 2

Thank you for your attention to this matter.

Very truly yours,



Charles S. Sacher

CSS:kah
Enclosure

cc: Mr. Luis Botas
John W. McLuskey, Esquire

EFFECTIVE DATE
July 18, 1965

FILED

ARTICLES OF INCORPORATION JUL 21 AM 11:13
OF
POWERMAX SYSTEMS, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

POWERMAX SYSTEMS, INC.

ARTICLE II

PRINCIPAL OFFICE

The address of the Corporation shall be:

c/o Pantropic Power Products
8255 N.W. 58th Street
Miami, Florida 33152

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) Any activity relating to power systems including, but not limited to the sale, promotion and distribution of engines, motors, generators, pumps and other related equipment; and

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, F.S.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

Luis Botas

c/o Pantropic Power Products
8255 N.W. 58th Street
Miami, Florida 33152

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, POWERMAX SYSTEMS, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2500, Miami, Dade County, Florida, and has named John W. McLuskey, Esquire, as its initial Registered Agent who is located at such address.

FL 33131-1802

ARTICLE X

SUBSCRIBER

The name and residence address of the Subscriber to these Articles of Incorporation are as follows:

NAME

ADDRESS

Luis Botas

c/o Pantropic Power Products
8255 N.W. 58th Street
Miami, Florida 33152

ARTICLE XI

SCOPE OF ARTICLES

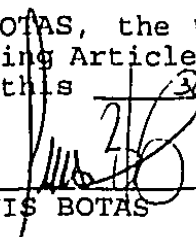
The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 18th day of July, 1995, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

IN WITNESS WHEREOF, LUIS BOTAS, the undersigned, being the original subscriber to the foregoing Articles of Incorporation have hereunder set his hand and seal this 30th day of June, 1995.

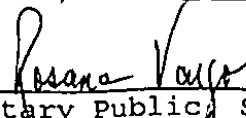


LUIS BOTAS (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

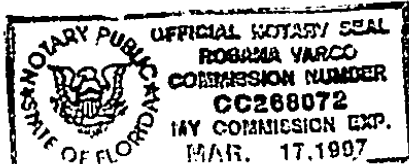
BEFORE ME, the undersigned authority, personally appeared LUIS BOTAS, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 30th day of June, 1995.



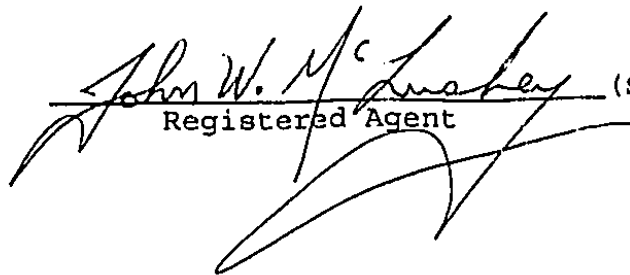
Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for POWERMAX SYSTEMS, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

 (SEAL)
Registered Agent

FILED
95 JUL 21 AM 11:13
TALLAHASSEE, FLORIDA