

ECKERT SEAMANS CHERIN & MELLOTT

P960000009598

Hospitality Square
Third Floor
200 West College Avenue
Tallahassee, FL 32301
Telephone 904/222-2415
Facsimile 904/222-3462

Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001702311
-01731796--01013--005
*****70.00 *****70.00

Re: Florida Power Systems Corporation

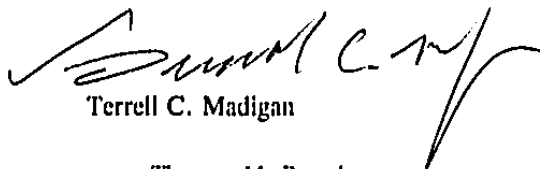
Dear Sir/Madam:

On August 11, 1995, this firm reserved the name "Florida Power Systems Corporation", for purposes of withholding same from its availability for use by others. Attached is a copy of the letter from your Department confirming this reservation.

Please accept this letter as our consent for Thomas M. Beard to file Articles of Incorporation with your Department utilizing the name Florida Power Systems Corporation. This firm releases all further claim to that name as presently reserved with your Department. Should there be any questions, please do not hesitate to contact us.

Sincerely,

ECKERT SEAMANS CHERIN & MELLOTT

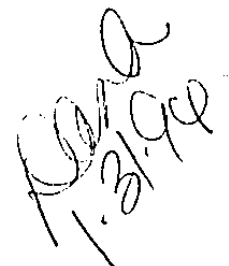

Terrell C. Madigan

cc: Thomas M. Beard

Tallahassee
Fort Lauderdale
Boca Raton
Miami
Pittsburgh
Harrisburg
Allentown
Philadelphia
Boston
Washington, DC

FILED
96 JAN 31 AM 9 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TERRELL C. MADIGAN
904/ 222-2515





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1995

ECKERT SEAMANS CHERIN & MELLOTT
206 SOUTH ADAMS STREET
TALLAHASSEE, FL 32301

The name FLORIDA POWER SYSTEMS CORPORATION has been reserved for 120 days beginning August 11, 1995. The reservation number is R95000003649 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 095A00037823

ARTICLES OF INCORPORATION
OF
FLORIDA POWER SYSTEMS CORPORATION

96 JUN 31 AM 9 20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FLORIDA POWER SYSTEMS CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

FLORIDA POWER SYSTEMS CORPORATION
c/o Thomas M. Beard
5364 Appledore Lane
Tallahassee, FL 32308

ARTICLE III DIRECTORS

The business of this corporation shall be managed by a Board of Directors and/or as set forth under any duly made shareholders agreement, consistent with law. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased, pursuant to By-Laws adopted by shareholders or as set forth in any shareholders agreement. In no event shall the number of Directors be less than one (1) or more than three (3). The name and address of the initial Director of this corporation is:

Thomas M. Beard
5364 Appledore Lane
Tallahassee, FL 32308

ARTICLE IV DATE CORPORATE EXISTENCE BEGINS

The date when corporate existence for this corporation begins is the date when these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares.

ARTICLE VI GENERAL PURPOSE

This corporation is organized for the primary purpose of development and acquisition of power plant facilities and related industries, and may also conduct any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE VII BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in and is hereby reserved to the shareholders. By-Laws shall be adopted, altered, amended or repealed as provided in the By-Laws or governing shareholders agreement.

ARTICLE VIII SHAREHOLDERS AGREEMENT

The shareholders of the corporation are authorized to enter into written agreement amongst themselves in compliance with the Florida Business Corporation Act, specifically §§ 607.0731 and 607.0732 thereof. Such shareholders agreement shall be set forth in a written agreement which shall be signed by all persons who are shareholders at the time of the agreement.

ARTICLE IX REGISTERED OFFICE

The street address of this corporation's initial registered office is:

5364 Appledore Lane
Tallahassee, FL 32308

ARTICLE XI REGISTERED AGENT

The undersigned, an individual resident of the State of Florida, whose business office is identical with the initial registered office of this corporation, is hereby appointed as the Registered Agent of this corporation. The undersigned, simultaneously with his designation as Registered Agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for FLORIDA POWER SYSTEMS CORPORATION.



THOMAS M. BEARD, REGISTERED AGENT

ARTICLE XII INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:


Thomas M. Beard
5364 Appledore Lane
Tallahassee, FL 32308

The undersigned has executed these Articles of Incorporation this 30 day of January, 1996.


THOMAS M. BEARD, INCORPORATOR

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation and Acceptance of Appointment as Registered Agent were acknowledged before me this 30 day of January, 1996, by Thomas M. Beard, who is personally known to me.


Printed Name: Alice Williams
Notary Public, State of Florida
My Commission Expires: 10-5-96



ALICE WILLIAMS
MY COMMISSION # CG 233190 EXPIRES
October 5, 1996
BONDED THRU TROY FARM INSURANCE, INC.

FILED
96 JAN 31 4 19 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA