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The Broome Law Firm, P.A.

915 S. Washington Avenue
Post Office Box 729
Titusville, Florida 32781-0729

Telephone (407) 269-6620
Telefax (407) 264-1065

Charles F. Broome
Richard C. Broome
Christopher E. Broome*

*Also admitted in District of Columbia

August 27, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: SHEER POWER SOURCE, INC.

Gentlemen:

Enclosed you will find the following for the above-referenced corporation:

- [1] Original and one (1) copy of Articles of Incorporation;
- [2] Our check in the amount of \$122.50 representing the filing fee, charter tax, certification fee, and Designation of Registered Agent fee; and
- [3] Certification and Acknowledgment of Registered Agent.


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TALLAHASSEE, FLORIDA

I would appreciate your filing the Articles of Incorporation and certifying the copy and returning same to us at your earliest convenience.

Very respectfully,

THE BROOME LAW FIRM, P.A.

By


Charles F. Broome

CFB:scs

PMC
9/6/96

ARTICLES OF INCORPORATION

of

SHEER POWER SOURCE, INC.

The undersigned does hereby file the following pursuant to Florida Statute and does hereby certify that they have become a corporation for profit under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is SHEER POWER SOURCE, INC.

ARTICLE II

The general character of the business to be transacted by said corporation shall be and is as follows:

To engage in the business of doing all matters necessary to design, produce, and market the Sheer Power Source and related items and inventions.

To acquire, by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held, or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

To buy and sell all kinds of property, both real and personal; to borrow money, issue promissory notes and other evidence of indebtedness; to own, buy, mortgage, sell, or otherwise dispose of, and to deal in and with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts, and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

To become a member of and enter into any partnership or agreement for sharing profits with any person, firm, or corporation.

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STATE
TALLAHASSEE, FLORIDA

To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objections and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this article or any other Article in these Articles of Incorporation, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The authorized capital stock shall consist of 100 shares of common stock having a par value of \$1.00 per share, for a total authorized capital stock of 100 shares.

It is the intention of the incorporators that the stock of this company shall qualify as Small Business Company Stock under Section 1244 of the Internal Revenue Code.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall be and is the sum of FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The corporation shall have a perpetual existence.

ARTICLE VI

The principal office of this corporation shall be and is located in Brevard County, State of Florida. Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The street address of the principal office of this corporation is 4735 Key Road East, Titusville, Florida, 32780.

ARTICLE VII

The number of directors of the corporation shall be not less than one nor more than five.

ARTICLE VIII

The names and street addresses of the first board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John William Shearer	4735 Key Road East Titusville FL 32780
John Edward Shearer	680 Jana Drive Titusville FL 32780
Larry William Linkous	1403 Indian River Avenue Titusville FL 32780

ARTICLE IX

The names and street addresses of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John William Shearer	4735 Key Road East Titusville FL 32780
John Edward Shearer	680 Jana Drive Titusville FL 32780
Larry William Linkous	1403 Indian River Avenue Titusville FL 32780

ARTICLE X

The proposed officers of the corporation are:

JOHN WILLIAM SHEARER	President
JOHN EDWARD SHEARER	Vice President
LARRY WILLIAM LINKOUS	Secretary-Treasurer

ARTICLE XI

SUBCHAPTER "S" ELECTION: This corporation was formed to be a corporation qualifying under Subchapter "S" of the Internal Revenue Code as a small business corporation for tax purposes. Unless and until these Articles are amended, any attempted or purported transfer of shares shall be null and void unless the

transferee shall have timely executed and filed his election under Subchapter "S" in the manner provided by law. Failure on the part of such transferee to do so shall render the transfer to him void and of no effect.

ARTICLE XII

The street address of the initial registered office is 4735 Key Road East, Titusville, Florida, 32780, and the initial registered agent is JOHN WILLIAM SHEARER.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seals this 22nd day of August, 1996, for the purposes of forming this corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Signed and sealed in the
presence of:

John William Shearer
Suzanne C. Schreiner

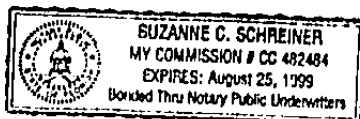
John William Shearer (SEAL)

Suzanne C. Schreiner (SEAL)

John William Shearer (SEAL)

STATE OF FLORIDA :
:SS:
COUNTY OF BREVARD :

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of August, 1996, by JOHN WILLIAM SHEARER, who [] is personally known to me -or- [x] produced the following identification: State of Florida D.L.

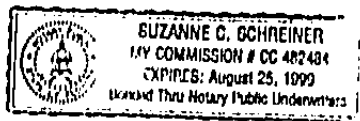


(NOTARY SEAL)

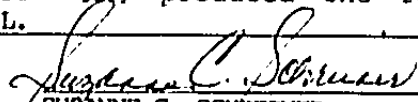
Suzanne C. Schreiner
SUZANNE C. SCHREINER
Notary Public
State of Florida at Large
Commission Number CC482484
My Commission Expires 8/25/99

STATE OF FLORIDA :
:DB:
COUNTY OF BREVARD :

The foregoing Articles of Incorporation were acknowledged before me
this 22nd day of August, 1996, by JOHN EDWARD SHEARER, who [
] is personally known to me -or- XX produced the following
identification: State of Florida D.L.

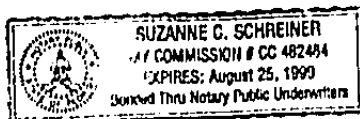


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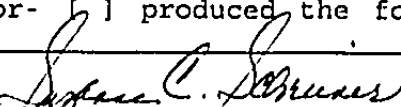

SUZANNE C. SCHREINER
Notary Public
State of Florida at Large
Commission Number CC482484
My Commission Expires 8/25/99

STATE OF FLORIDA :
:SS:
COUNTY OF BREVARD :

The foregoing Articles of Incorporation were acknowledged before me
this 22nd day of August, 1996, by LARRY WILLIAM LINKOUS, who
XX is personally known to me -or- [] produced the following
identification: _____



(NOTARY SEAL)


SUZANNE C. SCHREINER
Notary Public
State of Florida at Large
Commission Number CC482484
My Commission Expires 8/25/99

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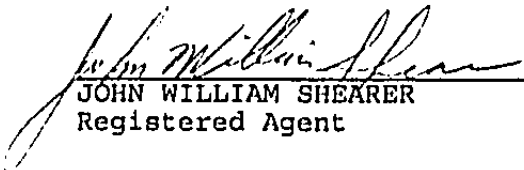
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CERTIFICATION and ACKNOWLEDGMENT of REGISTERED AGENT

STATE
TALLAHASSEE, FLORIDA

I HEREBY state that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Having been named to accept service of process for SHEER POWER SOURCE, INC., I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.


JOHN WILLIAM SHEARER
Registered Agent