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SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
401 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
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September 17, 1996

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

By Federal Express

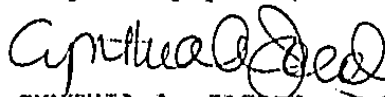
RE: Articles of Incorporation
Preussag Energie Americas, Inc.

Dear Sir or Madam:

Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 to cover your fees. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed, self-addressed, Federal Express envelope.

Thank you for your courtesy and cooperation, and should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


CYNTHIA A. JACOBS

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 18 PM 12:21

D. BROWN SEP 19 1996

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ARTICLES OF INCORPORATION
OF
PREUSSAG ENERGIE AMERICAS, INC.

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

ARTICLE I

Name

The name of the corporation is PREUSSAG ENERGIE AMERICAS, INC. and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address is THOMAS R. SPENCER, JR.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Name: THOMAS R. SPENCER, JR.
Address: SPENCER & KLEIN, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

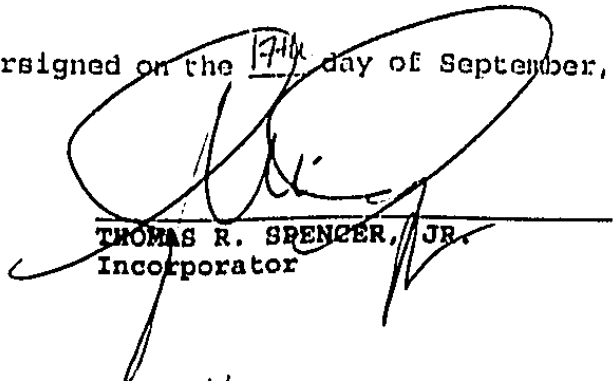
THOMAS R. SPENCER, JR.
SPENCER & KLEIN, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

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ARTICLE VIII
Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 17th day of September, 1996.

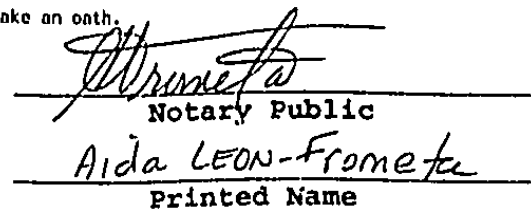

THOMAS R. SPENCER, JR.
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of September, 1996, by THOMAS R. SPENCER, JR., who is personally known to me and who did take an oath.

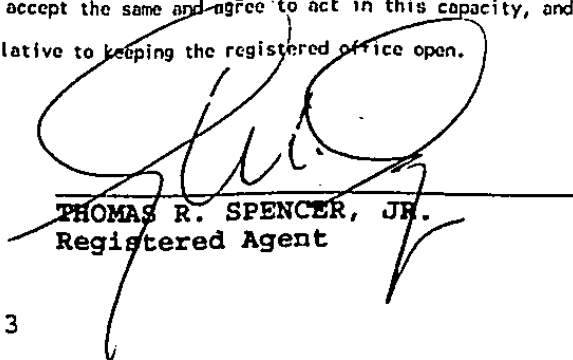
My Commission Expires

OFFICIAL NOTARY SEAL
AIDA LEON-FROMETA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC451991
MY COMMISSION EXP. APR. 25, 1999


Notary Public
Aida LEON-Frometa
Printed Name

Acknowledgement of Appointment by Registered Agent

Having been named the Registered Agent for the above-named corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


THOMAS R. SPENCER, JR.
Registered Agent