

P96000087596

LAW OFFICES  
**PHILIP L. SCHWARTZ**  
PROFESSIONAL ASSOCIATION  
517 SOUTHWEST 1ST AVENUE  
FORT LAUDERDALE, FLORIDA 33301

PHILIP L. SCHWARTZ

OF COUNSEL  
PAUL R. PECARO  
H. SCOTT HECKER

TELEPHONE (305) 700-7770  
FACSIMILE (305) 534-4100

September 27, 1996

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

100001960481  
-10/01/96--01034--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MAGNATECH, INC.

To Whom It May Concern:

Enclosed herewith, please find One (1) original Articles of Incorporation for Magnatech, Inc., one copy of the same, and a check made payable to the Secretary of State for One Hundred and Twenty Two Dollars and Fifty Cents (\$122.50).

Please return the stamped copy and certificate of filing to the undersigned at the address noted herein above.

Thank you for your cooperation in this matter.

I am Sincerely,

Philip L. Schwartz, Esquire

PLS/oo  
Enclosures

FILED  
96 OCT 23 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Conflict  
795-35405  
789,502,671  
W96-20883

B. REGISTER OCT 24 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 3, 1996

PHILIP L SCHWARTZ, ESQUIRE  
517 SW 1ST AVE  
FT LAUDERDALE, FL 33301

SUBJECT: MAGNATECH, INC.  
Ref. Number: W96000020883

We have received your document for MAGNATECH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 796A00045211

LAW OFFICES  
**PHILIP L. SCHWARTZ**  
PROFESSIONAL ASSOCIATION  
517 SOUTHWEST 1ST AVENUE  
FORT LAUDERDALE, FLORIDA 33301

PHILIP L. SCHWARTZ  
OF COUNSEL  
H. SCOTT HECKER

TELEPHONE (954) 760-7770  
FACSIMILE (954) 524-4109

October 18, 1996

Beth Register, Corporate Specialist Supv.  
Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

RE: Magnatech, Inc.  
Ref. No: W96000020883  
Letter No: 796A00045211

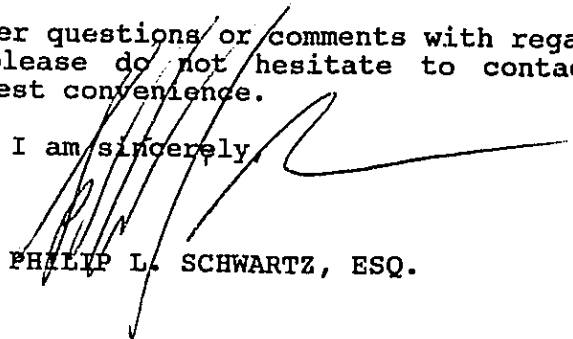
Dear Ms. Register:

I am in receipt of your correspondence dated October 3, 1996, with regards to the proposed Articles of Incorporation for Magnatech, Inc. As a result thereof, I am enclosing herewith, Articles of Incorporation with a new name for the subject corporation, which is now amended to read Magnatech Energy Services Corporation. I believe this should comply with Florida law and should not create any problems with regards to any existing corporation.

In addition thereto, I am also enclosing herewith a copy of your October 3, 1996, correspondence which you have asked me to enclose with the return of the amended Articles of Incorporation.

Should you have any further questions or comments with regards to any of the foregoing, please do not hesitate to contact the undersigned at your earliest convenience.

I am sincerely,

  
PHILIP L. SCHWARTZ, ESQ.

PLS/ma

Enclosures

**FILED**  
96 OCT 23 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MAGNATECH ENERGY SERVICES CORPORATION**

**ARTICLE I - NAME**

The name of this corporation is: **MAGNATECH ENERGY SERVICES,  
CORPORATION.**

**ARTICLE II - DURATION**

**This corporation shall have perpetual existence.**

**ARTICLE III - PURPOSE**

This corporation is organized pursuant to Florida Statutes §607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of at \$1.00 par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is:  
3056 Northeast 12th Terrace  
Fort Lauderdale, Florida 33334

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors are:

THOMAS DEVITA  
3056 Northeast 12th Terrace  
Fort Lauderdale, Florida 33334

RICHARD MINICHELLO  
3056 Northeast 12th Terrace  
Fort Lauderdale, Florida 33334

## ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

PHILIP L. SCHWARTZ, ESQUIRE  
Philip L. Schwartz, P.A.  
517 Southwest 1st Avenue  
Fort Lauderdale, Florida 33301

## ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>TH</sup> day  
of OCTOBER, 1996.

  
PHILIP L. SCHWARTZ, Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PHILIP L. SCHWARTZ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 18 day of October, 1996.

Marla M. Ailly  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Marla M. Ailly  
MY COMMISSION # CC625688 EXPIRES  
February 18, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

FILED  
96 OCT 23 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

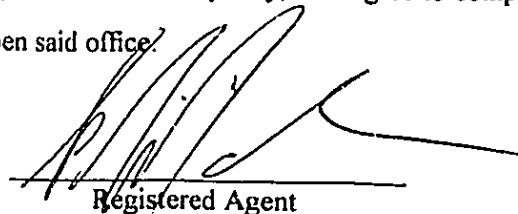
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **MAGNATECH ENERGY SERVICES CORPORATION.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Florida designates **PHILIP L. SCHWARTZ, ESQUIRE** located at 517 Southwest 1st Ave, City of Fort Lauderdale, County of Broward, State of Florida as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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



Registered Agent