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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 523-1952

NAME: FLORIDA POWER & ENERGY SYSTEMS, INC.

AUDIT NUMBER.....H96000015393

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA POWER & ENERGY SYSTEMS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: FLORIDA POWER & ENERGY SYSTEMS, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is Florida Power & Energy Services, Inc. , 1955 N.W. 18th Street, Pompano Beach, Florida 33069.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**JAMES M. SCHNEIDER, ESQ., FL BAR # 214338**  
**Atlas, Pearlman, Trop & Borkson, P.A.**  
**200 East Las Olas Boulevard, Suite 1900**  
**Fort Lauderdale, FL 33301**  
**Phone No.: (954) 763-1200**

H96000015393 7

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**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Thirty Million (30,000,000) shares of Common Stock, par value \$.001 per share and Two Million (2,000,000) shares of Preferred Stock at \$.01 par value per share.

Series of Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

James M. Schneider  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301

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**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The name and address of the Initial Directors of this Corporation are:

John Manning  
Mika Penzenik  
1955 N.W. 18th Street  
Poinapano Beach, Florida 33069.

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is James M. Schneider, Esq., c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

**ARTICLE X**  
**INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE XI  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 31st day of October, 1996.

  
James M. Schneider, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**96 NOV -1 PM 4:49  
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TALLAHASSEE, FLORIDA

FLORIDA POWER & ENERGY SYSTEMS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1955 N.W. 18th Street, Pompano Beach, Florida 33069 has named James M. Schneider, whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
JAMES M. SCHNEIDER

H96000015393 7