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LAW OFFICES

SCRUGGS & CARMICHAEL, P.A.

ONE S.E. FIRST AVENUE 32601
POST OFFICE BOX 23109 32602
GAINESVILLE, FLORIDA

FAX (352) 375-0690
TELEPHONE (352) 376-5242

JAMES G. LARCHE, JR.
JOHN F. ROSCOW III
STAN CUSHMAN
PHILIP A. DELANEY
MITZI COCKRELL AUSTIN
MARILYN W. PETERSON
JOHN G. STINSON
STEVEN M. CHAMBERLAIN, LL.M.
KEVIN DALY
RAYMOND M. IVEY
MARY DAY COKER
JEFFREY R. DOLLINGER
JEFFERSON M. BRASWELL

MILLHOPPER OFFICE:
LAND TITLE PLAZA
2632 N.W. 43RD STREET
SUITE A-102
GAINESVILLE, FLORIDA 32606
FAX (352) 378-9326
TELEPHONE (352) 376-5242

☒ REPLY
DOWNTOWN
☐ REPLY
MILLHOPPER OFFICE

SIGSBEE L. SCRUGGS
1898-1983
PARKS M. CARMICHAEL
1909-1994
WILLIAM D. BRIDGEON
1933-1980
MICHELLE VAUGHNS
1946-1982

RETIRED
RAY D. HELPLING
WILLIAM N. LONG

OF COUNSEL
WILLIAM C. ANDREWS

*CERTIFIED MARITAL & FAMILY LAW
*CERTIFIED FAMILY MEDIATOR
*CERTIFIED CIVIL MEDIATOR

December 19, 1996

Florida Dept. of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: NATURAL POWER CYCLE, INC.

300002037739--7
-12/24/96--01174--002
*****78.75 *****78.75

Dear Sir, Madame:

Enclosed please find the following:

1. Original and one (1) copy of the Articles of Incorporation for Natural Power Cycle, Inc.
2. Check #503 in the amount of \$78.75 as and for your filing fee.

Please process in your normal course of business. After time stamping the Articles of Incorporation, please send me a copy in the enclosed stamped envelope.

Sincerely yours,


Kevin Daly

KD/kao
Enclosures

cc: P. Fancher

DEC 7 1996 : BSB

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
NATURAL POWER CYCLE, INC.

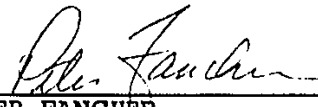
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of the corporation is: NATURAL POWER CYCLE, INC.
2. Purpose. The corporation may engage in any legal business.
3. Stock. The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is 1,000 shares of common capital stock of a par value of \$1.00 per share. The corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a stockholder before being notified of a transfer or levy on such shares.
4. Existence. The corporation shall have perpetual existence. The corporation shall commence existence on the date of filing with the Secretary of State.
5. Registered Agent. The initial street address in the State of Florida of the initial registered office of the proposed corporation is 536 SW 2nd Avenue, Gainesville, Florida, ~~32602~~ 32601, and the name of its initial registered agent at such address is PETER FANCHER.
6. Location. The mailing address of the corporation is 536 SW 2nd Avenue, Gainesville, Florida, ~~32602~~ 32601, FL.
7. Management. Business of the corporation shall be managed by the stockholders.
8. Incorporator. The name and address of the person signing these Articles of Incorporation as incorporator is as follows: PETER FANCHER, 536 SW 2nd Avenue, Gainesville, Florida, ~~32602~~ 32601.

The undersigned, being the original incorporator and registered agent hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, that the undersigned is familiar with and accepts the duties and obligations as registered agent for said corporation and accordingly, has executed this document on this 17 day of December, 1996.


PETER FANCHER