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FILED
DEC 23 1996
TALLAHASSEE, FLORIDA

AINSLEE R. FERDIE
LOUIS GOUZ
HUMBERTO CHACON

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December 20, 1996

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

Re: Our File: 96-547
Articles of Incorporation
Medley Diesel Power, Inc.

Dear Sir/Madame:

Enclosed is original and copy of executed Articles of Incorporation of MEDLEY DIESEL POWER, INC., together with our check in the amount of \$122.50. Please furnish us a certified copy of said Articles.

Very truly yours,

Ainslee R. Ferdie

AINSLEE R. FERDIE

ARF/rf
encls.

P. CHAMBER

DEC 30 1996

ARTICLES OF INCORPORATION
OF
MEDLEY DIESEL POWER, INC.

FILED
96 DEC 23 PM 3:02
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED subscriber of the Articles of Incorporation, each being a natural person competent to contract, hereby associate ourselves together for the purpose forming a corporation under the Laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be:

MEDLEY DIESEL POWER, INC.

ARTICLE TWO

DURATION: The corporation shall commence corporate existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges

which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the State of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import, export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary for convenience to the attainment of the purposes of this Corporation and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

ARTICLE FOUR

CAPITAL STOCK: The authorized Capital Stock of this company shall be 7500 shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other consideration.

ARTICLE FIVE

The initial street address of the corporation's office and the name and address of the initial Registered Agent is as follows:

CORPORATION ADDRESS:

427 Anastasia Avenue
Apt. 17
Coral Gables, Fl. 33134

REGISTERED AGENT AND ADDRESS:

AINSLEE R. FERDIE
717 Ponce de Leon Blvd., #215
Coral Gables, Fl. 33134

The principal place of business is at 427 Anastasia Avenue,
Apt. 17, Coral Gables Florida 33134.

ARTICLE SIX

DIRECTOR: There shall be one director constituting the
initial Board of Directors as follows:

JUAN A. ROBAINA
427 Anastasia Avenue, Apt. 17
Coral Gables, Fl. 33134

The number of Directors may be increased or decreased by the
by-laws, but shall not be less than one.

ARTICLE SEVEN

SUBSCRIBER: Name and Post Office address of the Subscribers to
this Articles of Incorporation and the number of shares of stock
they agree to take and the value of the consideration thereof is:

<u>NAME AND ADDRESS:</u>	<u>SHARES OF COMMON STOCK/CONSIDERATION</u>
JUAN A. ROBAINA 427 Anastasia Avenue Coral Gables, Fl. 33134	7500 \$7,500.00

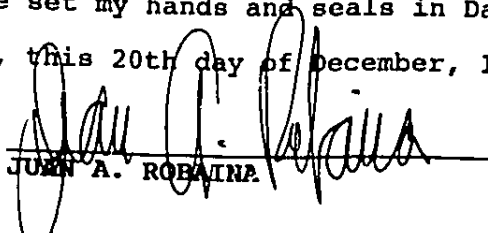
ARTICLE EIGHT

It is indicated that the stock of this corporation be issued to
take advantage of Section 1244 of the Internal Revenue Code of
1959, and be in accordance with the provisions therein.

ARTICLE NINE

The by-laws of the corporation may be made by the Directors.

IN WITNESS WHEREOF, I have set my hands and seals in Dade
County, Coral Gables, Florida, this 20th day of December, 1996.

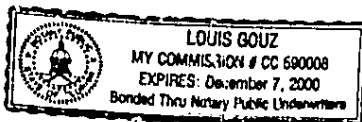

JUAN A. ROBAINA

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

ON THIS DAY PERSONALLY appeared before me, a Notary Public, JUAN A. ROBAINA, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged to me that he signed the same freely and voluntarily, and he did take an oath.

WITNESS our hands and seals in Dade County, Florida this 20 day of December 1996.

Print Notary: Louis Gouz



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

FILED
96 DEC 23 PM 3:02
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First-That: MEDLEY DIESEL POWER, INC., desiring to
organize under the Laws of the State of Florida with its principal
offices, as indicated in the Articles of Incorporation, Dade
County, State of Florida, has named AINSLEE R. FERDIE, Suite 215,
717 Ponce de Leon Blvd., Coral Gables, Florida 33134 as its Agent
to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of and
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.

By:



RESIDENT AGENT AND REGISTERED AGENT