

P97000013853

February 4, 1997

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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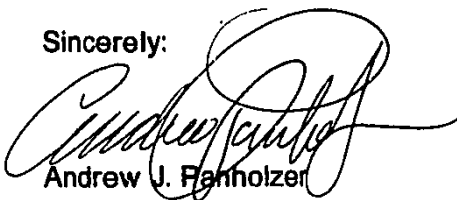
Dear Sir:

Enclosed please find Articles of Incorporation for CENTERPOINTE ENERGY SYSTEMS, INC. along with an extra copy which I would like returned to me at 1843 Trumbull St. Deltona, Florida 32725.

I have enclosed a check in the amount of \$122.50 to cover the filing fee, certified copy, and registered agent.

Thank you for your prompt attention in this matter.

Sincerely:


Andrew J. Panholzer

FILED
97 FEB 10 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
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February 4, 1997

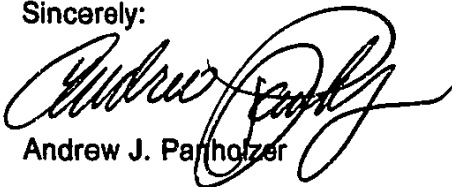
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

I hereby certify that CenterPointe Energy Systems, Inc. a Nevada corporation does not intend to do business in the State of Florida. I was President of the above referenced corporation and do hereby release the name.

If you should have any questions please contact me at (904) 789-2153.

Sincerely:


Andrew J. Panholzer

STATE OF FLORIDA
COUNTY OF VOLUSIA

The forgoing instrument was acknowledged before me this 5th day of February, 1997 by Andrew J. Panholzer.


Wright Smith, III

Produced Identification ✓

Type of identification Produced File



ARTICLES OF INCORPORATION
OF
CENTERPOINTE ENERGY SYSTEMS, INC.

FILED
97 FEB 10 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is:

CENTERPOINTE ENERGY SYSTEMS, INC.

ARTICLE TWO

PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

1843 TRUMBULL STREET
DELTONA, FLORIDA 32725

ARTICLE THREE

DURATION

The duration of the Corporation is perpetual.

ARTICLE FOUR

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FIVE

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 100,000 all of which shall be common shares with no par value.

ARTICLE SIX

The street address of the initial Registered Office of the Corporation is 1843 Trumbull St., Deltona, Florida 32725 and the name of the initial Registered Agent at such address is ANDREW J. PANHOLZER.

ARTICLE SEVEN

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The initial Director will be Andrew J. Panholzer and will so serve until elections are held at the next meeting of the shareholders.

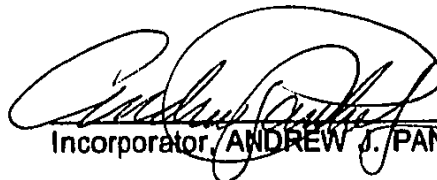
ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporator is:

Andrew J. Panholzer
1843 Trumbull St.
Deltona, Florida 32725
(904) 789-2153

The undersigned Incorporator has executed these Articles of Incorporation this 4th day of February, 1997.


Incorporator, ANDREW J. PANHOLZER

STATE OF FLORIDA

County of Seminole

On the 4th day of February, 1997, before me personally appeared ANDREW J. PANHOLZER to be the person whose name is subscribed to the within instrument, and acknowledge that he has executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.




NOTARY PUBLIC, DEBORAH S. PANHOLZER

My Commission Expires: April 6, 1999

CERTIFICATE OF REGISTERED AGENT

Pursuant to the provision of Section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

The name of the corporation is:

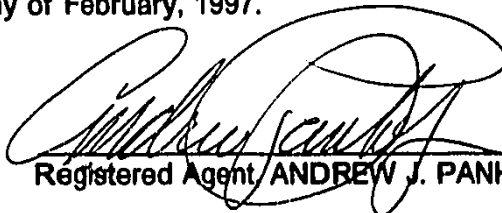
CENTERPOINTE ENERGY SYSTEMS, INC.

The name and address of the registered agent and office is :

ANDREW J. PANHOLZER
1843 Trumbull St.
Deltona, Florida 32725

Having been named as registered agent and to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATE: This 4th day of February, 1997.


Registered Agent, ANDREW J. PANHOLZER