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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: ATLANTIC POWER SYSTEMS, INC.  
AUDIT NUMBER.....H97000003547  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 6  
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*Handwritten signature/initials*

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ARTICLES OF INCORPORATION  
OF  
ATLANTIC POWER SYSTEMS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is ATLANTIC POWER SYSTEMS, INC..

ARTICLE TWO-DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

Prepared By:  
Jan Michael Morris, Esq.  
PO Box 276153  
Boca Raton, FL 33427-6153  
(561)395-4195  
Fla. Bar No. 651291

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#### ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000,000 shares of common stock. Such shares shall be of single class and shall have a par value of \$0.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### ARTICLE FIVE- SUBSCRIBERS

The street address of the initial principal office of the corporation is 3068 NE 49 STREET Ft. Lauderdale, Florida 33308. The Registered Agent shall be JAN MICHAEL MORRIS, ESQUIRE whose address is 6622 Patio Lane, Boca Raton, Florida 33431.

#### ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be no less than three (3) and no more than five (5), unless specifically amended by 2/3's majority vote of the shareholders of all outstanding stock. The initial directors of the corporation shall be:

Steve Jurczak

Cynthia Lindquist

George Hildreth

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#### ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

JAN MICHAEL MORRIS                      PO Box 276153  
   Boca Raton, Fl. 33427-6153

#### ARTICLE EIGHT - INITIAL OFFICERS

That Steve Jurczak and Cynthia Lindquist shall serve as the initial officers of the corporation until his/her successor(s) are appointed.

STEVE JURCZAK                      President/Director  
CYNTHIA LINDQUIST                  Vice President/Director

#### ARTICLE NINE - AMENDMENTS

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

#### ARTICLE TEN - INDEMNIFICATION

The corporation shall indemnify, hold harmless and defend the officers and directors from any and all claims or actions asserted by or against the corporation or the officers and directors in their personal and/or corporate capacity, including, but not limited to, appeals, attorney's fees, costs and any acts of negligence.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 25 day of Feb, 1997.

[Signature]  
JAN MICHAEL MORRIS, Incorporator

STATE OF FLORIDA

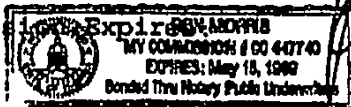
COUNTY OF PALM BEACH

) SS:

BEFORE ME, personally appeared JAN MICHAEL MORRIS, well known to me to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25<sup>th</sup> day of Feb, 1997.

My Commis



[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

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

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

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, and the State of Florida, has named, JAN MICHAEL MORRIS, ESQUIRE, 6622 Patio Lane, Boca Raton, Florida 33433 as its agent to accept service of process within its State.

[Signature]  
INCORPORATOR

DATED: 2/26/97

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## ACKNOWLEDGEMENT:

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 provisions of said office.

  
RESIDENT AGENTDATED: 2/24/97

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SECRETARY OF STATE  
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