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June 10, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/13/97--01033--003
*****122.50 *****122.50

RE: Portable Power, Inc.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Incorporation for Portable Power, Inc., together with our firm's check in the amount of \$122.50, representing the filing fee for said articles. Please return a certified filed copy of the enclosed to the undersigned at your earliest convenience.

Sincerely,

Helen Brock Ford
Helen Brock Ford
Paralegal

/hbf
Enclosures

FILED
97 JUN 13 AM 11:29
TALLAHASSEE, FLORIDA
JUN 13 1997

**ARTICLES OF INCORPORATION
OF
PORTABLE POWER, INC.**

FILED
97 JUN 13 AM 11:29
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **PORTABLE POWER, INC.**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the principal place of business and mailing address of the corporation is 259 Promenade Circle, Heathrow, Florida 32746.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services of Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the sole member of this corporation's initial Board of Directors is as follows:

Craig A. Baumann

259 Promenade Circle
Heathrow, Florida 32746

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 10th day of June, 1997.

B&C Corporate Services of Central Florida,
Inc.

By: Helen Brock Ford

Helen Brock Ford, Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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 agent, in the State of Florida.

1. The name of the corporation is PORTABLE POWER, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.
390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

FILED
97 JUN 13 AM 11:29
TALLAHASSEE, FLORIDA

PORTABLE POWER, INC.

By: B&C Corporate Services of Central
Florida, Inc.

By: Helen Brock Ford
Helen Brock Ford, Vice President

Title: Incorporator

Dated this 10th day of June, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.

By: Helen Brock Ford
Helen Brock Ford, Vice President

Dated this 10th day of June, 1997.