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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 604457 4313196
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 18 PM 2:23

ORDER DATE : November 18, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 604457-005

CUSTOMER NO: 4313196

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-11/18/97-01067-010
****122.50 ****122.50

CUSTOMER: Steve L. Henderson, Esq
MOSS, HENDERSON ET AL.

817 Beachland Blvd. Bx 3406

Vero Beach, FL 32964

DOMESTIC FILING

NAME: ATLANTIC POWER RESOURCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

RECEIVED
97 NOV 18 AM 11:52
DIVISION OF CORPORATION

JP 11/18/97

**ARTICLES OF INCORPORATION
OF
ATLANTIC POWER RESOURCES, INC.**

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THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: ATLANTIC POWER RESOURCES, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares, Class A common stock \$1.00 par value (voting) and 10,000 shares, Class B common stock (nonvoting) of \$1.00 par value common stock.

ARTICLE V

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida, 32963, and the name of the initial registered agent of this corporation is Steve L. Henderson, Attorney, whose street and mailing address is 817 Beachland Boulevard, Vero Beach, Florida 32963.

The principal place of business and mailing address of the corporation shall be 4420 Old Dixie Highway, Vero Beach, Florida 32967.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| R. Donald Groves, Jr. | 4420 Old Dixie Highway Vero Beach, Florida 32967 |
| James D. Groves | 4420 Old Dixie Highway Vero Beach, Florida 32967 |
| Alec Hajimihalis | 4420 Old Dixie Highway Vero Beach, Florida 32967 |
| Constantine Hajimihalis | 4420 Old Dixie Highway Vero Beach, Florida 32967 |

ARTICLE VIII

INCORPORATORS

The name and address of the corporation's incorporator is:

Steve L. Henderson, Attorney
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE IX

RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X

INDEMNIFICATION

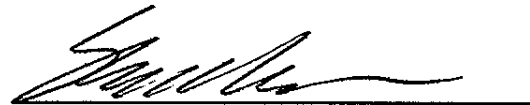
The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1995).

IN WITNESS WHEREOF, I have subscribed my hand this 12th day of NOVEMBER, 1997.

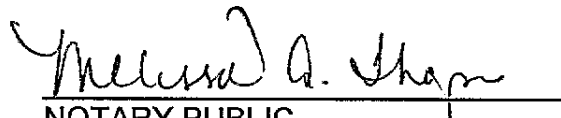
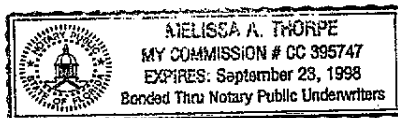


Steve L. Henderson, Attorney
Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 12th day of NOVEMBER, 1997, by Steve L. Henderson who is personally known to me.

(Notarial Stamp)



NOTARY PUBLIC

Name

State of Florida

My Commission No:

My Commission Expires:

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


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97/10/12 PM 2:23

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **ATLANTIC POWER RESOURCES, INC.**, 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 Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, Attorney, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Steve L. Henderson
Attorney

(C:\DATA\GROVES\ARTICLES)