

222 Lakeview Avenue
Fourth Floor
Post Office Box 3188
West Palm Beach, Florida 33402-3188
561/653-5000
800/357-5192 (Florida Only)
FAX 561/653-5333

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady

P97000099553
Direct Dial Number (800) 653-5124

November 19, 1997

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Molina Generation Machines, Inc.

700002352917--8
-11/20/97--01059--005
****175.00 ****175.00

Dear Sir:

Enclosed are is one original and two copies of the Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

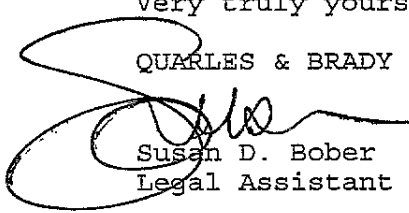
The original is to be filed in your office and the copies are to be certified and returned to this office. Also enclosed is our firm check in the amount of \$175.00.

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
2 Certified copies of Articles of Incorporation	\$125.00
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL	<u>\$175.00</u>

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY


Susan D. Bober
Legal Assistant

Enclosures

QBWPB\118014.1

FILED
97 NOV 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 11-24-97

ARTICLES OF INCORPORATION

OF

MOLINA GENERATION MACHINES, INC.

FILED
97 NOV 23 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Molina Generation Machines, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the corporation is 888 Brickell Key Drive, Apartment 1402, Miami, Florida 33131.

ARTICLE III

Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of voting stock, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share; four hundred fifty (450) shares designated as "Class A Nonvoting Preferred Stock" of the par value of one dollar (\$1.00) per share; three hundred fifty (350) shares designated as "Class B Nonvoting Preferred Stock" of the par value of one dollar (\$1.00) per share; and two hundred (200) shares designated as "Class C Nonvoting Preferred Stock" of the par value of one dollar (\$1.00) per share. Pursuant to

§ 607.0732(1)(b), the preferences, limitations, and relative rights of each class of Preferred Stock will be provided pursuant to a Shareholder's Agreement. Pursuant to § 607.0732(3) of the Florida Business Corporation Act, the Preferred Stock certificates will reflect the existence of such Shareholder's Agreement.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is Florida-Lawdock, Inc.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Ned R. Nashban, 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33401.

Executed this 17th day of November, 1997.

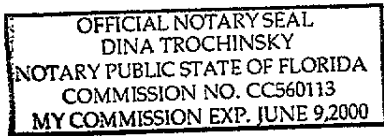



Ned R. Nashban, Incorporator

STATE OF FLORIDA)
) SS
PALM BEACH COUNTY)

Personally appeared before me this 17th day of November, 1997, the above-named Ned R. Nashban. He is personally known to me or has produced a driver's license as identification and did take an oath.

(NOTARY SEAL)




Notary Public
My Commission Expires: June 9, 2000

CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

1. That Molina Generation Machines, Inc., desiring to
organize under the laws of the State of Florida, has named
Florida-Lawdock, Inc. located at 222 Lakeview Avenue, Fourth
Floor, West Palm Beach, Florida 33402, as its agent to accept
service of process within Florida.

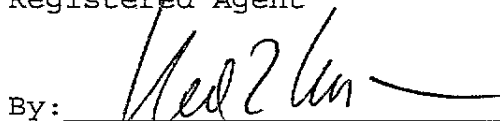


Ned R. Nashban, Incorporator

Dated: 11/17, 1997

2. That, 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 agrees to comply with the provisions of Chapter
48.091, F.S., relative to keeping open said office.

FLORIDA-LAWDOCK , INC.,
Registered Agent



Ned R. Nashban

Its: Vice President

Dated: 11/17, 1997

FILED
97 NOV 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA