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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -5 AM 9:23

**JEFF FEUER**  
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December 3, 1997

Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-12/05/97--01064--009  
\*\*\*122.50 \*\*\*122.50

RE: INTERNATIONAL POWER CORPORATION -  
Incorporation and certification

Dear Sir,

Enclosed are two original corporate resolutions and my check #1756, in the amount of \$122.50, payable to the Secretary of State, to incorporate the above referenced corporation name (INTERNATIONAL POWER CORPORATION) and for certification of same.

Thank you for your attention to this matter.

Yours truly,

  
Jeff Feuer

Encl.

D. BROWN DEC -9 1997

**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL POWER CORPORATION**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: INTERNATIONAL POWER CORPORATION. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

**ARTICLE II**

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To finance, build, refurbish, re-construct, update, operate and manage power plants and water desalinization plants throughout the world.
- (b) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copy rights of the United States or other countries; to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other state, nation, country, or government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.
- (c) To loan money on real estate and personal property.

- (d) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants bonds debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.
- (e) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold and re-issue any of the shares of its capital stock.
- (f) To act as a Trustee for any form of property, claim or right.
- (g) To engage in to buy and sell real estate, build and develop improved land and conduct a general brokerage business on all forms or kinds of securities and to act as agents in the buying and selling of mortgages, equities, securities and other forms of negotiable instruments and evidences of indebtedness, and to buy and sell personal property, either wholesale or retail to purchase, own sell, rent, lease, mortgage and to act as the agent in the buying, owning, selling, renting, leasing and mortgaging of property, whether real or personal or otherwise manufacture, acquire or dispose of real estate or personal properties, equities and securities of whatever nature or kind for both cash and credit; to buy and sell bonds, stock notes, mortgages or other indebtedness of security; to loan money, either for itself or acting as agents in loaning money, either for itself or acting as agents in loaning and buying securities; to borrow money and to secure the same in whatever manner in which a corporation might do and is permissible under the laws of the State of Florida.

### **ARTICLE III**

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be Ten Million (10,000,000) shares of common stock at a par value of \$1.00 per share.

### **ARTICLE IV**

The amount of capital with which the corporation will begin business shall be \$500.00.

### **ARTICLE V**

The principal office of this corporation will be 3644 East Forge Road, Davie, Florida 33328.

### **ARTICLE VI**

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>ALDO GIORDANO, PRESIDENT</b>	19811 Emmett Road Canyon Country, CA 91351
<b>THERESA VINALES, SECRETARY/TREASURER</b>	19811 Emmett Road Canyon Country, CA 91351
<b>ROBERT S. FRANKLIN, ESQ., VICE PRESIDENT</b>	21 Old Orchid Road Rye Rock, New York 10573
<b>JEFFREY P. FEUER VICE PRESIDENT</b>	4611 South University Dr. Suite 201 Centre East Ft. Lauderdale, FL 33328

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

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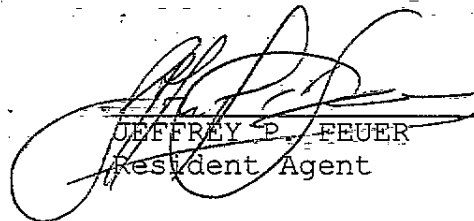
## ARTICLE VII

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

First, that INTERNATIONAL POWER CORPORATION, desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation at 4611 South University Drive, Suite 201, City of Davie, County of Broward, State of Florida, has named JEFFREY P. FEUER, as its agent to accept service of process within this state.

### ACKNOWLEDGMENT:

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 Act relative to keeping open said office.

  
JEFFREY P. FEUER  
Resident Agent

## ARTICLE VIII

The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
<b>ALDO GIORDANO, PRESIDENT</b>	19811 Emmett Road Canyon Country, CA 91351	10,000,000
<b>THERESA VINALES, SECRETARY/TREASURER</b>	19811 Emmett Road Canyon Country, CA 91351	
<b>ROBERT S. FRANKLIN, ESQ., VICE PRESIDENT</b>	21 Old Orchid Road Rye Rock, New York 10573	
<b>JEFFREY P. FEUER VICE PRESIDENT</b>	4611 South University Drive Suite 201 Ft. Lauderdale, FL 33328	

**ARTICLE IX**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3<sup>rd</sup> day of December, 1997 by JEFFREY P. FEUER, as the Incorporator/Vice President/Resident Agent of INTERNATION POWER CORPATON, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

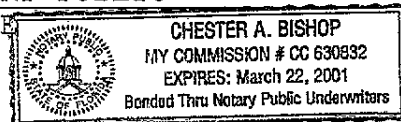
WITNESS my hand and official seal in the County and State named above this 3<sup>rd</sup> day of December, 1997.

  
SIGNATURE OF ACKNOWLEDGER

\_\_\_\_\_  
TYPED NAME OF ACKNOWLEDGER

NOTARY PUBLIC

TITLE



\_\_\_\_\_  
SERIAL NUMBER