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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 1997

Florida Department of State
Division of Corporations
P.O.B. 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

RE: Filing of Articles of Incorporation

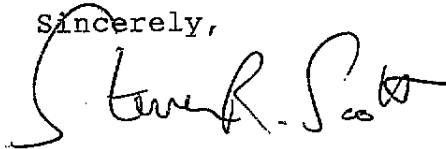
Dear Sirs:

Enclosed you will find my check in the amount of \$70.00 for the filing of Articles of Incorporation and Designation of Resident Agent for the following corporation:

SOLAR POWER DEVELOPMENT, INC.

Thank you for your cooperation in this matter. Please call if you have any questions.

Sincerely,



Steven R. Scott

SRS/s
Enclosure

P. Hall

DEC 30 1997

ARTICLES OF INCORPORATION
OF
SOLAR POWER DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation shall be and is hereby declared to be SOLAR POWER DEVELOPMENT, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation, together with, and in addition to those powers conferred by the Laws of Florida and the principles of common law upon corporations organized under and by virtue of the Laws of Florida, is the following: To develop and market an improved solar power systems, particularly those described in pending patent application Serial No. 08/774984 (n/k/a 29/065731) filed by Dwight W. Lyons, and all continuations and/or divisionals thereof.

In furtherance, and not in limitation, of the general powers conferred by the Laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property within or without the State of Florida, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange,

transfer, or in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within Florida and out of Florida.

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

To acquire the good will, rights and property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said good will, rights, property, and assets in cash, the stock of this company, bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, tradenames and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the Laws of the State of Florida.

To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

In general to carry on any other business in connection

therewith, whether manufacturing, contracting or otherwise, not forbidden by the Laws of the State of Florida, and with all powers conferred upon corporations by the Laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this second Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict in any manner the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE III.

The amount of the total authorized capital stock which may be issued by the corporation is 1000 shares of common stock of \$1.00 par value per share.

All or any part of said capital stock may be payable either in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directors as to the value of such property, labor or services, shall, in the absence of fraud, be conclusive upon the stockholders and the parties dealing with the corporation. The capital stock may be issued and paid for at such time or times and upon such terms and

conditions as the Board of Directors may determine and the amount of the capital stock increased or decreased in the manner provided by law.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is \$ 1000.00.

ARTICLE V.

The existence of this corporation shall be perpetual and shall commence on the date of filing these articles of incorporation.

ARTICLE VI.

The registered office of this corporation in the State of Florida is to be located at 8433 Highfield Street, Jacksonville, Florida 32216.

The Resident and Registered Agent in charge thereof shall be Dwight W. Lyons, 8433 Highfield Street, Jacksonville, Florida 32216.

ARTICLE VII.

The number of directors of this corporation shall be not less than one.

ARTICLE VIII.

The names and post office addresses of the Board of Directors and Officers who, subject to the provisions of these Articles of Incorporation and the By-Laws to be adopted shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Dwight W. Lyons	President, Secretary- Treasurer, Director	8433 Highfield Street, Jacksonville, FL 32216

ARTICLE IX.

The names and post office addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which each agrees to take are as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
Dwight W. Lyons	1000.	8433 Highfield Street Jacksonville, FL 32216

The proceeds of which will amount to at least \$501.00.

ARTICLE X.

The post office address of the principal office of the corporation in Florida shall be 8433 Highfield Street, Jacksonville, FL 32216.

SUBSCRIPTION OF INCORPORATOR

THE UNDERSIGNED, being the original subscriber to the capital stock of this corporation for the purpose of forming a corporation, in pursuance of the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth, and accordingly hereunto have set my hand and seal this 8th day of December, 1997.

 (SEAL)
DWIGHT W. LYONS INCORPORATOR

ACCEPTANCE OF RESIDENT AGENT

THE UNDERSIGNED, having been named to accept service of process for Solar Power Development, Inc., hereby certifies that: I maintain an office at 8433 Highfield Street, Jacksonville, FL 32216, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

DATED this 8th day of December, 1997.

Dwight W. Lyons (SEAL)
Dwight W. Lyons, Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Dwight W. Lyons, who produced
Florida Driver License as identification, and who signed and
executed the foregoing Acceptance of Resident Agent as his
voluntary act and deed, and did acknowledge that the facts therein
set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal this 14th day of December, 1997, at
Macclenny
Jacksonville, Florida.
(N.C.)

Nita D. Crawford
Nita D. Crawford, Notary Public
My Commission Expires: 1-21-2001

