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December 23, 1997

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

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-12/24/97--01076--001
****122.50 ****122.50

Re: D.S. Power, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above, along with my check in the amount of \$122.50 to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

HARTER, SECREST & EMERY

Brian V. McAvoy

BVM:jf
Enclosures
cc: Mr. Alan Poms

FILED
98 JAN -6 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789, 2551, 524, 2550

W97-28682

REGISTER DEC 26 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1997

BRIAN V MCAVOY, ESQUIRE
800 LAUREL OAK DR
SUITE 400
NAPLES, FL 34108-2738

SUBJECT: D. S. POWER, INC.
Ref. Number: W97000028682

We have received your document for D. S. POWER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

PLEASE CHANGE THE INCORPORATORS SIGNING DATE FROM
DECEMBER 23, 1998 TO DECEMBER 23, 1997.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 897A00060461

ARTICLES OF INCORPORATION

OF

D. S. POWER, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes, Section 607.0101 et seq., hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is **D. S. Power, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation is located at:

800 Laurel Oak Drive, Suite 400
Naples, Florida 34108

ARTICLE III - COMMENCEMENT AND DURATION

This Corporation shall commence to exist on January 1, 1998, in accordance with Section 607.0123(2), Florida Statutes, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) common shares, all of one class, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of this Corporation are as follows:

Brian V. McAvoy

800 Laurel Oak Drive, Suite 400
Naples, Florida 34108

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98 JAN -6 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have one (1) Director. The number of Directors may be either increased or decreased, from time to time, by or under the Bylaws of the Corporation, but shall never be less than one (1).

The name and address of the initial Director of this Corporation are:

Alan Poms

4651 Gulf Shore Boulevard, PH 5
Naples, Florida 34103

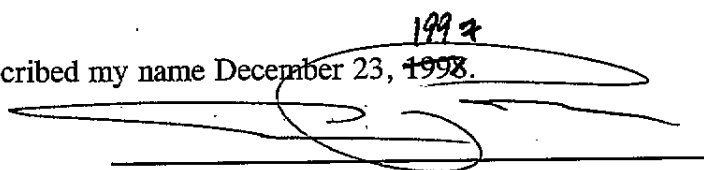
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Alan Poms

4651 Gulf Shore Boulevard, PH 5
Naples, Florida 34103

IN WITNESS WHEREOF, I have subscribed my name December 23, ¹⁹⁹⁷~~1998~~.


Alan Poms, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of Registered Agent. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes.


Brian V. McAvoy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA