

SHADOWITZ ASSOCIATES, P.A.
ATTORNEYS AT LAW

Beth I. Shadowitz*
Mitchell L. Shadowitz*

**Admitted NY and FL*

January 29th, 1998

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SUBJECT: NEW CORPORATION
ENERKOOL SYSTEMS, INC.

000002418810--4
-02/02/98--01094--014
****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 11:49
OF COUNSEL
Lawrence J. Shapiro

TRIAL COUNSEL
Paul Buschmann
James T. Ferrara
Brian S. Fox
Scott H. Michaud
Marc T. Millian
Michael K. Mittelmark

Dear Sir/Madam:

Enclosed please find for filing an original and one copy of the articles of incorporation for the above new corporation. We enclose herewith our draft in the amount of \$122.50 in payment of the charges for the cost of filing, the designation of the registered agent and to obtain a certified copy of the articles once filed.

Very truly yours,
Shadowitz Associates, P.A.

Mitchell L. Shadowitz

MLS/cas
Enc.

Telephone: 561-367-9120

33 S.E. 8th Street, Suite 100
Boca Raton, Florida 33432
Facsimile 561-367-9125

D. BROWN FEB - 4 1998

ARTICLES OF INCORPORATION
OF
ENERKOOL SYSTEMS, INC.

FILED
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The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, under the provisions of Florida Statutes Sections 607.0101 et. seq. does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME The name of this corporation shall be:

ENERKOOL SYSTEMS, INC.

ARTICLE II

ADDRESS The address of the principle office of the Corporation is 6555 Serena Lane, Boca Raton, FL. 33433, and the mailing address for the Corporation shall be 6555 Serena Lane, Boca Raton, Florida 33433.

By majority vote of the shareholders, or if created by action of the Board of Directors, the principal office of Corporation, may from time to time be moved to any other address in Florida.

ARTICLE III

PURPOSE The general purposes for which the Corporation is formed are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To buy, sell, develop and/or otherwise invest in real estate and real property of any and all types in any and all locations.

ARTICLE IV

AUTHORIZED SHARES The Corporation is authorized to issue one class of shares which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution. The Corporation is authorized to issue 1000 common shares, all shares are without par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT The street address of the Initial Registered Office of the Corporation is 33 S.E. 8th Street, Suite 100, Boca Raton, FL 33432, and the name of its initial Registered Agent at that address is Mitchell L. Shadowitz, Esq. c/o Shadowitz Associates, P.A.

ARTICLE VI

DURATION The duration of the Corporation is perpetual.

ARTICLE VII

MANAGEMENT BY STOCKHOLDERS/BOARD OF DIRECTORS The business of this corporation shall be initially managed by its stockholders rather than by an initial Board of Directors. A Board of Directors shall be created and elected pursuant to the By-Laws of this corporation and the Laws of Florida.

ARTICLE VIII

INDEMNIFICATION The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850

ARTICLE IX

INCORPORATOR: The name and post office address of each incorporator of these Articles of Incorporation is:

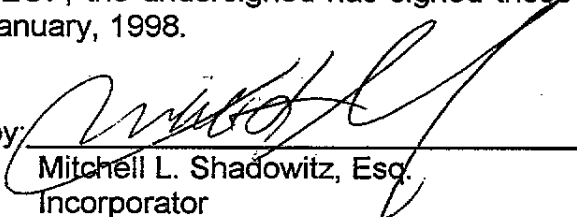
<u>NAME</u>	<u>ADDRESS</u>
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Mitchell L. Shadowitz	33 S.E. 8th Street Suite 100 Boca Raton, FL 33432
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ARTICLE X

AMENDMENT These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the stockholders or, if created by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders, and if a Board of Directors is created, all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 29th day of January, 1998.

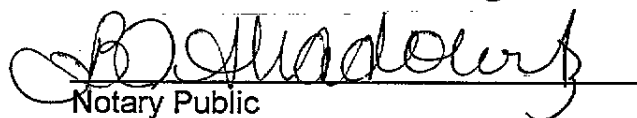
by: 

Mitchell L. Shadowitz, Esq.
Incorporator

State of Florida)

County of Palm Beach)

I, Beth I. Shadowitz, a Notary Public, do hereby certify that on the 29th day of January, 1998, personally appeared before me, Mitchell L. Shadowitz, Esq. who by me being duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.



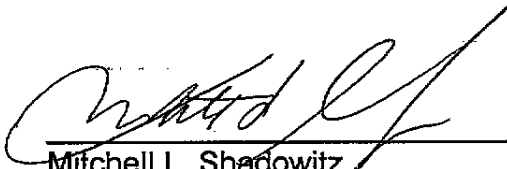
Notary Public



BETH I SHADOWITZ
My Commission CC379080
Expires Jun. 05, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree that to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mitchell L. Shadowitz
Date: January 29th, 1998

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SECRETARY OF STATE
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