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Legal Assistants:
Andrea M. Turnbull
Christine Y. Lawrence
Darlene M. Deveney

GARY M. BERKSON, P.A.

Administrative Assistant
Sonia D. Espinosa

March 9, 1998

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32314
Attn: Doris McDuffie

600002453456--6
-03/11/98--01002--024
****122.50 ****122.50

RE: Motor and Generator Laboratories, Inc.

Dear Ms. McDuffie:

Enclosed for filing is an original and one copy of the Articles of Incorporation and Certificate Designating Registered Office and Registered Agent in connection with the formation of the above corporation. Also enclosed is our check in the amount of \$122.50, payable to the Secretary of State to cover the following costs in connection with incorporation:

Filing Fee	\$ 35.00
Registered Agent's Designation	\$ 35.00
Certified Copy of Articles of Incorporation	\$ 52.50
TOTAL:	\$122.50

Kindly forward a certified copy of the Articles in the enclosed self addressed stamped envelope.

FILED
98 MAR 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/10/98

Doris McDuffie

March 9, 1998

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We appreciate your assistance and cooperation in this matter. Of course, if you have any questions, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read "Darlene M. Deveney". The signature is fluid and cursive, with the first name "Darlene" being more prominent and the last name "Deveney" written in a more compact, cursive style.

Darlene M. Deveney
Legal Assistant to
GARY M. BERKSON

/dmd

cc: Dan Chisholm

ARTICLES OF INCORPORATION
OF
MOTOR AND GENERATOR LABORATORIES, INC.

FILED
98 MAR 10 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Mailing Address. The name of this corporation is MOTOR AND GENERATOR LABORATORIES, INC. with its principal office at 202 Quayside Circle, #201, Maitland FL 32751 and its mailing address is P.O. Box 2474, Winter Park, FL 32790-2474.

ARTICLE II

Business and Activities. This corporation may, and is authorized to, engage in the business of resale of products and services or any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 1132 Symonds Avenue, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at that address is GARY M. BERKSON.

ARTICLE VI

Preemptive Rights. Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Dana Cherie McConnell	3218 Stonewood Court Orlando, FL 32806
Patricia Chisholm	202 Quayside Circle, #201 Maitland, FL 32751,

ARTICLE IX

Subscriber. The name and street address of each subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
GARY M. BERKSON	1132 Symonds Avenue Winter Park, FL 32789

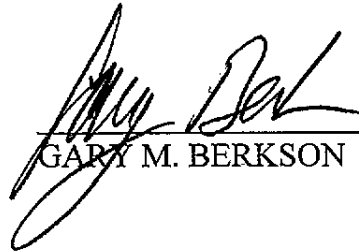
ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE XI

Amendment. These Articles of Incorporation may be amended as 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 stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


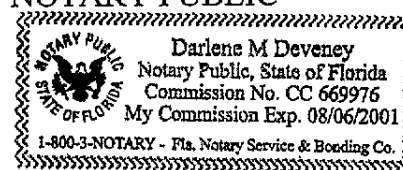
IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 9th day of March, 1998.


GARY M. BERKSON

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GARY M. BERKSON, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of March, 1998.


NOTARY PUBLIC

Darlene M. Deveney
Notary Public, State of Florida
Commission No. CC 669976
My Commission Exp. 08/06/2001
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

FILED

**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

98 MAR 10 PM 3:00

MOTOR AND GENERATOR LABORATORIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. Motor and Generator Laboratories, Inc., desiring to organize under and in accordance with laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 202 Quayside Circle, #201, Maitland, Florida 32751, has named GARY M. BERKSON whose business office is located at 1132 Symonds Avenue, Winter Park, Florida, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for, I hereby accept the designation and agree to act as the Registered Agent of said corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.


GARY M. BERKSON

Dated: March 9, 1998.