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ACCOUNT NO. : 072100000032  
REFERENCE : 788969 4612404  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : April 21, 1998  
ORDER TIME : 9:25 AM  
ORDER NO. : 788969-005  
CUSTOMER NO: 4612404  
CUSTOMER: Harry S. Cline, Esq  
MACFARLANE FERGUSON & MCMULLEN  
Suite 200  
625 Court Street  
Clearwater, FL 33756

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 21 AM 12:33

DOMESTIC FILING

NAME: MCA POWER SYSTEMS, INC.

700002494817--9  
-04/21/98--01027--023  
\*\*\*122.50 \*\*\*122.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED  
3 APR 21 AM 10:38  
DIVISION OF CORPORATIONS  
4/21/98

98 APR 21 AM 12:33

ARTICLES OF INCORPORATION  
OF  
MCA POWER SYSTEMS, INC.

ARTICLE I

Name and Address

The name of this corporation is MCA POWER SYSTEMS, INC., whose place of business is located at: 1983 NW 88th Court, Suite 301, Miami, FL 33172.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
Capital Stock

This corporation is authorized to issue 7,500 shares at \$1.00 par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Suite 200, Clearwater, FL 33756 and the name of the initial registered agent of this corporation at that address is HARRY S. CLINE.

ARTICLE VI  
Initial Board of Directors and Officers

This corporation shall have one (1) director and three (3) officers initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial director and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James P. Fenton	1983 NW 88th Court Suite 301 Miami, FL 33172	Pres/Director
Jefferson Norman Powell, Jr.	1200 Brickell Avenue Suite 305 Miami, FL 33131	Secretary
Jairo Piedrahita	1983 NW 88th Court Suite 301 Miami, FL 33172	Vice President
Jairo Gonzalez	1983 NW 88th Court Suite 301 Miami, FL 33172	Vice President

ARTICLE VII  
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Harry S. Cline	625 Court Street Suite 200 Clearwater, FL 33756

ARTICLE VIII  
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX  
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X  
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

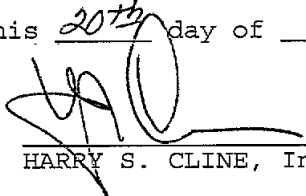
ARTICLE XI  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII  
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

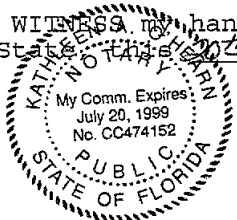
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of April, 1998.

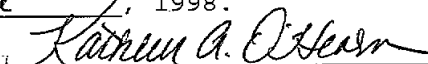
  
\_\_\_\_\_  
HARRY S. CLINE, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HARRY S. CLINE, to me personally known or who has produced \_\_\_\_\_ as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State of Florida this 20<sup>th</sup> day of April, 1998.



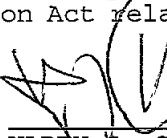
  
\_\_\_\_\_  
Notary Public  
Print Name \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

98 APR 21 AM 12:33

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for HARRY S. CLINE at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
\_\_\_\_\_  
HARRY S. CLINE

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