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ROTBART & DEUTSCH, P.A.

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Please reply to Boca Raton Office

April 23, 1998

Via FedEx

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

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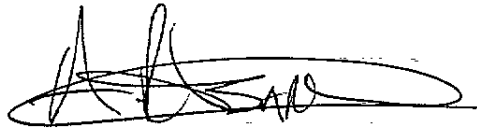
RE: Articles of Incorporation for Federated Power Group, Inc.

Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the filing fee, certified copy and certificate. ...

Should you have any questions, please call

Very truly yours,
ROTBART & DEUTSCH, P.A.



BY: Alex B. Rotbart

ABR/pl

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 3:16

BOCA RATON

FORT LAUDERDALE

D. BROWN APR 27 1998

**ARTICLES OF INCORPORATION
OF**

FEDERATED POWER GROUP, INC.

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DIVISION OF CORPORATIONS
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The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: FEDERATED POWER GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida:

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at Five (\$5.00) Dollars per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - INITIAL REGISTERED
AGENT AND INITIAL REGISTERED OFFICE**

The Initial Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be Alex B. Rotbart, Rotbart & Deutsch, P.A., 21845 Powerline Road, Suite 105, Boca Raton, FL 33433. The Board of Directors may, from time to time, move the Initial Registered Office to any other address in Florida.

**ARTICLE VII - PRINCIPAL PLACE
OF BUSINESS AND MAILING ADDRESS**

The street address of the initial principal office and, the mailing address of this Corporation shall be: 1600 S. Federal Highway, Suite 771, Pompano Beach, FL 33062. The Board of Directors may, from time to time, move the Principal Office and/or mailing address to any other address in Florida.

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) Director(s) initially. The number of directors may be increased or diminished from time to time through the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

Director

Mark T. Farson
1600 S. Federal Highway
Suite 771
Pompano Beach, FL 33062

President/Secretary/Treasurer

Mark T. Farson
1600 S. Federal Highway
Suite 771
Pompano Beach, FL 33062

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Mark T. Farson
1600 S. Federal Highway
Suite 771
Pompano Beach, FL 33062

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner 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 at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

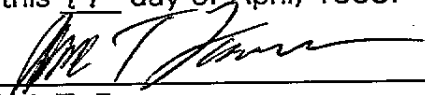
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed the foregoing Articles of Incorporation on this 17 day of April, 1998.



Mark T. Farson

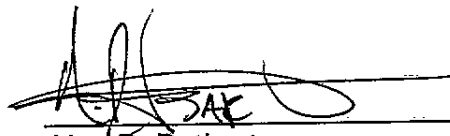
CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

THAT FEDERATED POWER GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named Alex B. Rotbart, located at 21845 Powerline Road, Suite 201, Boca Raton, Florida 33433, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Alex B. Rotbart
Registered Agent

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DIVISION OF CORPORATIONS
98 APR 24 PM 3:16