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DONALD J. WEISS, ESQUIRE, PC

c/o Connie Green,  
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PH: (610) 485-3655  
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April 24, 1998

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

Re: Cogen Enterprises, Inc.

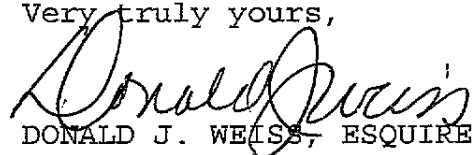
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\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation together with Certificate of Designation of Registered Agent/Registered Office for the above corporation. Please file these documents and return a stamped copy in the enclosed envelope. Also enclosed is check in the amount of \$122.50 as filing fee.

If you have any questions or require further documentation, please call at (610)485-3655.

Very truly yours,

  
DONALD J. WEISS, ESQUIRE

DJW/cmg

Enclosures

FILED  
98 APR 30 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAY 1 1998

**ARTICLES OF INCORPORATION  
OF**

COGEN ENTERPRISES, INC.

The undersigned incorporator, for the purpose 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 shall be COGEN ENTERPRISES, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be  
202 South Avenue, Media, PA 19063

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of the par value of \$1.00 each.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent is:  
JOHN M. ROUSE, 727 Village Road, N. Palm Beach, FL 32303


**ARTICLE V INCORPORATOR**

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

Donald J. Weiss, Esquire

202 South Avenue  
Media, PA 19063

The undersigned incorporator has executed these Articles of Incorporation this 24th day of April, 1998.

  
Donald J. Weiss, Esquire

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: COGEN ENTERPRISES. INC
2. The name and address of the registered agent and office is:  
JOHN M. ROUSE  
727 Village Road  
N. Palm Beach, FL 32303

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree 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.

SIGNATURE John M. Rouse  
JOHN M. ROUSE  
DATE 4-24-98

**FILED**  
98 APR 30 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA