

P98000042093

DAVID J. KAPPER, ESQ.

10340 NW 16<sup>TH</sup> COURT  
PLANTATION, FLORIDA 33322  
(954) 472-0290

May 5, 1998

Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

100002515671--1  
-05/07/98--01091--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find the information required to file for incorporation on behalf of "USA POWER AND ELECTRIC, Inc." Additionally you will find a check in the amount of \$70.00 made out to the State.

I would also request that someone telephone me with the confirmation of our filing, and return the file stamped articles to me using the enclosed UPS express mailer. Thank you, for all your assistance and, in advance, for your immediate attention to this matter. I am, as always,

Sincerely yours,

  
David J. Kapper, Esq.

FILED  
98 MAY -7 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-5/11/98

**ARTICLES OF INCORPORATION  
OF  
USA POWER AND ELECTRIC, INC.**

**FILED**  
98 MAY -7 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the corporation shall be:  
**USA POWER AND ELECTRIC, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be :  
**351 SOUTH CYPRESS ROAD, SUITE 400, POMPANO BEACH, FLORIDA  
33060**

**ARTICLE III: SHARES**

The number of shares of stock that this corporation is authorized to have  
outstanding at any one time is:  
**ONE HUNDRED (100) SHARES AT \$1.00 PAR VALUE**

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

The name and address of the initial registered agent is:  
**JEFFREY A. ULLMAN; 351 SOUTH CYPRESS ROAD, SUITE 400, POMPANO  
BEACH, FLORIDA 33060**

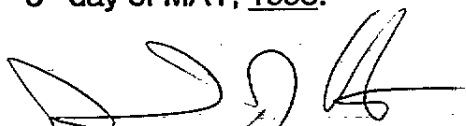
**ARTICLE V: INCORPORATOR(S)**

The name and street address of the incorporator to these Articles of  
Incorporation is:  
**DAVID J. KAPPER  
10340 NW 16TH COURT, PLANTATION, FLORIDA 33322**

**ARTICLE VI: OFFICERS AND DIRECTORS**

The name and street address of the President and sole director to this  
Incorporation is:  
**JEFFREY A. ULLMAN; 351 SOUTH CYPRESS ROAD, SUITE 400, POMPANO  
BEACH, FLORIDA 33060**

The undersigned incorporator has executed these Articles of Incorporation this  
5<sup>th</sup> day of MAY, 1998.



**DAVID J. KAPPER - INCORPORATOR**

5/5/98  
**DATE**

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:  
**USA POWER AND ELECTRIC, INC.**
2. The name and address of the registered agent and office is:  
**JEFFREY A. ULLMAN; 351 SOUTH CYPRESS ROAD, SUITE 400,  
POMPANO BEACH, FLORIDA 33060**

*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.*

JEFFREY A. ULLMAN – PRESIDENT

  
\_\_\_\_\_

DATE

5/5/98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA