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99 JAN - 7 PM 3:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-01/07/99--01051--010

\*\*\*122.50 \*\*\*\*\*78.75

January 6, 1999

VIA FEDERAL EXPRESS  
State of Florida  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: QUALITY POWER SYSTEMS, INC. ~~D/B/A QPS~~  
ARTICLES OF INCORPORATION

FILED  
99 JAN - 7 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed herewith a check in the amount of \$122.50 for the purpose of incorporating QUALITY POWER SYSTEMS, INC., d/b/a QPS and obtaining a certified copy of same.

To that end, and if all is in order, please forward a certified copy of the aforesaid Articles at your earliest possible convenience. Additionally, I have also enclosed a self-addressed stamped envelope for your convenience.

If at anytime you need additional information, please do not hesitate to contact me. Thank you in advance for your time, assistance and cooperation.

*Karen Blake* GAVE

Sincerely,

AUTHORIZATION BY PHONE TO  
CORRECT *Delete reference*

to *D/B/A*

*Andre Gauntlett*  
ANDRE GAUNTLETT

954) 341-2157

AG/kb DATE

Encl.

DOC. EXAM. *GA*  
FAUSRKARENPERSONALLETTERS.DIVCORP

(8)

P. Hall  
JAN - 8 1999

ARTICLES OF INCORPORATION  
OF  
QUALITY POWER SYSTEMS, INC.

FILED  
99 JAN -7 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a body corporate under the Laws of the State of Florida, under and by virtue of the following:

ARTICLE I

The name of the corporation shall be:  
QUALITY POWER SYSTEMS, INC.

ARTICLE II

The general nature of the business and the objects proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

To do - all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the corporation and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly

provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law, that is this corporation shall be able to exercise any power and authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$2.50 per share. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than \$25,000.00.

#### ARTICLE V

The existence of this corporation shall be perpetual. This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock. This corporation shall have the power, at its option to purchase and acquire any and all of its shares owned and held by any such

shareholder as should desire to sell, transfer, or otherwise dispose of his shares, provided, however, the capital of this corporation is not impaired. The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation except such as may be by Statute or any Articles of Incorporation or Amendments thereto, or by the By-Laws as executed from time to time, expressly conferred upon or reserved to the stockholders from time to time.

The Directors may prescribe a method for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

The Directors may, without the assent or vote of the stockholders, authorize and issue obligations of this corporation, secured or unsecured, and include therein such provision as to redeemability, convertibility or otherwise, as they in their sole discretion, may determine, and the Board of Directors, may authorize the mortgaging or pledging as security therefor, of any property of the corporation, real or personal, including thereafter-acquired property.

The corporation shall have such officers as may from time to time be provided by the By-Laws, and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed therein or as may be determined from time to time by the Board of Directors, subject to the By-Laws.

#### ARTICLE VI

The initial office of this corporation shall be: 4202 NW 76th Avenue, Coral Springs, Florida 33065

#### ARTICLE VII

This corporation shall have three (3) Directors initially. This may be increased or decreased from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one. The election of Directors need not be by ballot. Directors need not be stockholders.

#### ARTICLE VIII

The name and post office address of the members of the Board of Directors is:

ANDRE GAUNTLETT  
4202 NW 76TH AVENUE  
CORAL SPRINGS, FL 33065

President 50% SHARES

WILLIAM PLATT  
16858 97TH WASY, N  
JUPITER, FL 33487

Vice President 25% SHARES

GIZELDA ROTHENBERGER  
1916 N. 56th AVENUE  
HOLLYWOOD, FL 33302

Secy/Treasurer 25% SHARES

#### ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation is Andre Gauntlett.

#### ARTICLE X

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction for this corporation or in which this corporation with any person, firm or corporation wherein a Director is in any way connected with such person, firm or corporation, shall be invalid and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contacting with this corporation for the

benefit of himself or any firm, association or corporation in which he may be interested.

#### ARTICLE XI

Any Director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

#### ARTICLE XII

The Shareholders shall have the power to include in the By-Laws, adopted by the holders of a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificates evidencing ownership of such stock.

#### ARTICLE XIII

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this corporation.

#### ARTICLE XIV

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 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. All rights of Shareholders are subject to this reservation.

#### ARTICLE XV

The Registered Agent for this corporation shall be ANDRE GAUNTLETT, 4202 NW 76TH STREET, CORAL SPRINGS, FLORIDA 33065.

IN WITNESS WHEREOF, I have executed these Article of Incorporation this 4th day of JANUARY, 1999.

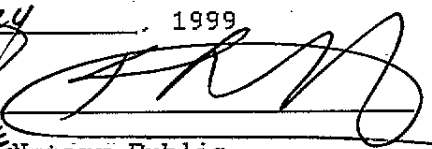
  
ANDRE GAUNTLETT, PRESIDENT

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, to me personally known to be the person(s) described or who has produced N/A as identification and who did take an oath and executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that ANDRE GAUNTLETT, PRESIDENT, executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at County of Broward and State of Florida, this 4th day of JANUARY, 1999.



  
Notary Public,  
State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

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In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

First, that QUALITY POWER SYSTEMS, INC., desiring to  
organize under the Laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation, at Pompano Beach,  
County of Broward, State of Florida, has named ANDRE GAUNTLETT,  
PRESIDENT at 4202 NW 76th Avenue, Coral Springs, Florida 33065, as its  
agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated  
corporation, at place designated in this certificate, I hereby accept to  
act in this capacity, and agree to comply with the provisions of said Act  
relative to keeping open said office.

By: 

Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA