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P99000038695
April 2, 1999

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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*****78.75 *****78.75

Re: **Powerpax, Inc.**

Dear Sir or Madam:

Enclosed for filing are the original and a copy of the Articles of Incorporation of Powerpax, Inc. along with a check for \$78.75. Please return the Certificate of Incorporation to Thomas K. Churbuck in the enclosed Federal Express envelope.

Thank you for your assistance. If you have any questions, please call me at 800/821-7962 ext. 44042.

Very truly yours,

Connie Butler

Connie Butler
Corporate Paralegal

Enclosures

cc: Victoria R. Westerhaus, Esq.

FILED
99 APR -9 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I called - 4/13
aware of existence
of Trademark with
similar name.
File document
as is

0396608.01

SHANK

W99-8791
APR 28 1999



Secretary of State of Florida
409 E. Gains Street
Tallahassee, FL 32399

April 27, 1999

Dear Sharon,

We are acknowledging the existing trademark of Power Pack. We are requesting to register a trademark of POWERPAX, INC. We feel that the names are distinguishable and would like to continue with the filing of our trademark.

Thank you for your consideration in this matter.

Regards,

Wayne P. Garrett
CFO
Power Systems SPC

ARTICLES OF INCORPORATION

OF

POWERPAX, INC.

FILED
99 APR -9 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is **Powerpax, Inc.**

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is One South Ocean Blvd., Suite 324, Boca Raton, FL 33432.

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000) shares of Common Stock at One Dollar (\$1.00) par value.

FOURTH: The street address of the initial registered office of the corporation is One South Ocean Blvd., Suite 324, Boca Raton, FL 33432, and the name of its initial registered agent at such address Wayne P. Garrett.

FIFTH: The name and address of the person who is to serve as initial director is Thomas K. Churbuck, One South Ocean Blvd., Suite 324, Boca Raton, FL 33432.

SIXTH: The name and address of each incorporator is Victoria R. Westerhaus, 1010 Grand Blvd., 5th Floor, Kansas City, MO 64106.



Victoria R. Westerhaus
Incorporator

Date: April 2, 1999

Wayne P. Garrett is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.



Wayne P. Garrett

Date: April 5, 1999