

*Law and Mediation Offices
William Robert Leonard
Certified County, Circuit and Family Mediator*

*Litigation Building, Suite 402
633 So. Andrews Ave.
Fort Lauderdale, Florida 33301*

Voice: 954.763.7111
Fax: 954.763.7770
70224.2043@Comp
userve.com

July 14, 1999

Division of Corporations, Dept. of State
PO Box 6327
Tallahassee, FL 32314

In Re: National Generator, Inc., a Florida corporation.

Gentlemen:

Enclosed are the following:

1. My check in the amount of \$175.00 (\$122.50 for filing and \$52.50 for certified copy); and
2. Original executed Articles of Incorporation of National Generator, Inc., a Florida corporation; and
3. Photocopy for certifying and return; and
4. Return stamped envelope.

Please file and process as is your normal procedure.

Sincerely yours,


William Robert Leonard

Enclosures as noted

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****175.00 *****87.50

**Articles of Incorporation
of
National Generator, Inc., a Florida corporation.**

Article One. Name

The name of this corporation is **National Generator, Inc.**, a Florida corporation.

Article Two. Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, including specifically that permitted by Chapter 607 Florida Statutes (1993).

Article Three. Capital Stock

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

Article Four. Registered Office, Registered Agent & Principle Office

The initial Registered Office of this corporation shall be Suite 402, 633 So. Andrews Ave., Fort Lauderdale, Florida, 33301. The initial Registered Agent of this corporation is William Robert Leonard.

The initial Principle Office of this corporation shall be: 119 North 22nd Street, New York, New York, 10011

Article Five. Directors

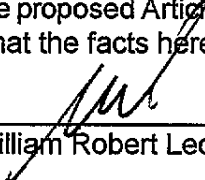
The number of directors constituting the initial Board of Directors is one. The name and address of the initial Board of Directors is: William Robert Leonard, Suite 402, 633 So. Andrews Ave., Fort Lauderdale, Florida 33301.

Article Six. Incorporator

The name and address of the Incorporator of these Articles of Incorporation is William Robert Leonard, Suite 402, 633 So. Andrews Ave., Fort Lauderdale, Florida 33301.

Signature of Incorporator

I, the undersigned, being the only original Incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of National Generator, Inc. and I hereby declare and certify that the facts herein stated are true.



William Robert Leonard

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Broward

The foregoing instrument was acknowledged before me this July 14, 1999, by William Robert Leonard, who [X] is personally known to me or [] has produced NA as identification and who did/ did not take an oath.

Signature: _____

Printed Name: MARY KEY ROGOWSKI

Notary Public, State of Florida at Large

Commission # CC 588420

My Commission Expires: _____



Mary Key Rogowski
My Commission CC588420
Expires Sep. 25, 2000

Acceptance by Registered Agent

I, William Robert Leonard, do accept the appointment as Registered Agent and designate Suite 402, 633 So. Andrews Ave., Fort Lauderdale, Florida, 33301, as the Registered Office; all as set forth in the foregoing Articles of Incorporation.

William Robert Leonard

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TALLAHASSEE, FLORIDA