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JOSEPH D. FARDELLA
ACCOUNTANT
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PLANTATION, FL 33322
Phone/FAX: (305) 424-0402

July 15, 1999

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-07/20/99-01018-003
****78.75 ****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: GLOBAL POWER & CONTROLS, INC.

Dear Sir:

We are enclosing herewith original and one (1) copy of the Articles of Incorporation for Global Power & Controls, Inc. together with our check in the amount of \$78.75 to cover the necessary fees and charges.

Your cooperation in processing these Articles of Incorporation is very much appreciated.

Sincerely,


Joseph D. Fardella

JDF/ad
Enc.

BROWN JUL 27 1999

ARTICLES OF INCORPORATION
of
GLOBAL POWER & CONTROLS, INC.

ARTICLE I – NAME

The name of this Corporation is Global Power & Controls, Inc., principal office and mailing address is 16235 N.W. 17th Court, Pembroke Pines, Florida 33028.

ARTICLE II – DURATION

This corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III – PURPOSE

This Corporation is organized for the purpose of conducting any lawful business permitted in the State of Florida.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 (one dollar) which shares will be designated as "Common Shares."

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 16235 N.W. 17th Court, Pembroke Pines, FL 33028.

The name of the Initial Registered Agent of this Corporation is Roy Gordon.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) initial directors. The number of directors may be increased from time to time by the By-laws; but shall never be fewer than one (1). The names and addresses of the directors of this Corporation are:

Roy Gordon
16235 N.W. 17th Court
Pembroke Pines, FL 33028

Omar Gordon
1030 S.W. 165 Terrace
Miami, FL 33157

Dossey Gordon
1030 S.W. 165 Terrace
Miami, FL 33157

Valti Raymore
2023 Opalocka Blvd.
Miami, FL 33054

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles is:

Roy Gordon
16235 N.W. 17th Court
Pembroke Pines, FL 33028

ARTICLE VIII – RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders established may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE IX – BY-LAWS

The power to adopt, amend, alter, rescind or repeal the By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Corporation Act.

ARTICLE XI – INDEMNIFICATION

This Corporation reserves the right to amend, rescind or repeal any provisions contained in these Article of Incorporation, any amendment thereof, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of July 1999.

A handwritten signature in cursive script, appearing to read "Roy Gordon", written over a horizontal line.

Roy Gordon

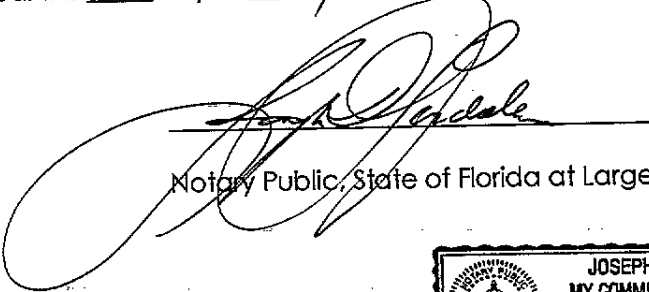
President

STATE OF FLORIDA }

COUNTY OF BROWARD }

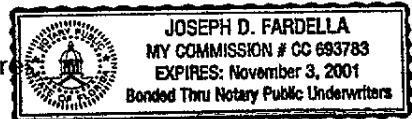
BEFORE ME, the undersigned authority, personally appeared Roy Gordon to me well known and known to me to be the person described in the foregoing Article of Incorporation of Global Power & Controls, Inc. and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of July 1999.



Notary Public, State of Florida at Large

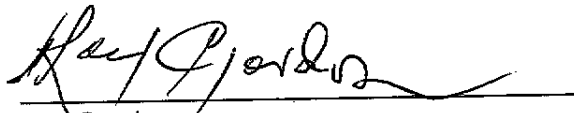
My commission expires



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in the capacity, to comply with the provisions of Florida Statutes, Section 48.091, and any amendment thereto, and to comply with the provisions of all other statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of July 1999.


Roy Gordon