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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

LPPOWER INC.

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ARTICLES OF INCORPORATION
OF
LPPOWER INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **LPPOWER INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, with no par value.
5. The principal physical and mailing address of the corporation will be: 20533 Biscayne Blvd., # N303, Aventura, FL 33180 and the name of its initial registered agent at such address is: Russ Hazelcorn.
6. The name and address of the sole incorporator is: Michele L. Burton, c/o Blumberg Excelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: June 17, 1999


Michele L. Burton
Sole Incorporator

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

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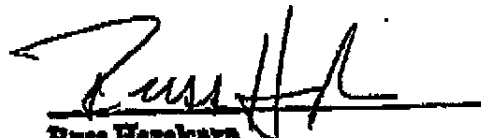
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for **LPPOWER INC.** the within named corporation.

Dated: July 30, 1999


Russ Hazekura
Registered Agent

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TALLAHASSEE, FLORIDA

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62 White Street
New York, NY 10013
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