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P99000076253
August 19, 1999
FEDERAL EXPRESS

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

Re: **Power Systems Mfg., Inc.**

600002967116--5
-08/23/99--01121--014
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing are the original and a copy of the Articles of Incorporation of Power Systems Mfg., Inc. along with a check for \$78.75. Please return the Certificate of Incorporation to Wayne P. Garrett 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

POWER SYSTEMS MFG., INC.

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 **Power Systems Mfg., Inc.**

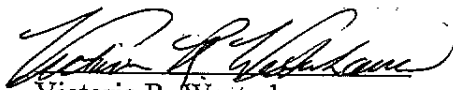
SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is One South Ocean Blvd., Suite 324, Boca Raton, Florida 33432.

THIRD: The number of shares the corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at One Cent (\$.01) par value per share.

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

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



Victoria R. Westerhaus
Incorporator

Date: August 19, 1999


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ACCEPTANCE AS REGISTERED AGENT

OF

POWER SYSTEMS MFG., INC.

Wayne P. Garrett is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes and agrees to serve as Registered Agent for the corporation aforementioned.


Wayne P. Garrett

Date: 8/19/99

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