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Account Number : 076077000355
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FLORIDA PROFIT CORPORATION OR P.A.

Moltech Power Systems, Inc.

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**ARTICLES OF INCORPORATION
OF
MOLTECH POWER SYSTEMS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Moltech Power Systems, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 9062 South Rita Road, Tucson, Arizona 85747-9108.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is , and the name of its initial registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., One Harbour Place, Tampa, Florida 33602, Attention: Roger D. Schwenke, Esquire.

Prepared by: Roger D. Schwenke, Esquire
Carlton, Fields, Ward, Emmanuel,
Smith & Cutler, P.A.
One Harbor Place
Tampa, Florida 33602
(813) 223-7000
Fla. Bar No. 124750

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ARTICLE V
Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Roger D. Schwenke, Esquire	Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A. One Harbour Place Tampa, Florida 33602.

ARTICLE VI
Initial Director

The corporation initially shall have three (3) directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Truman Joseph Fisher, III	9062 South Rita Road Tucson, Arizona 85747-9108
Terje A. Skotheim, Ph.D.	9062 South Rita Road Tucson, Arizona 85747-9108
Deward F. Manzer	9062 South Rita Road Tucson, Arizona 85747-9108

Dated this 9th day of September, 1999.



Roger D. Schwenke, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 9th day of September, 1999.

REGISTERED AGENT:

CARLTON, FIELDS, WARD,
EMMANUEL, SMITH & CUTLER, P.A.By: 

Roger D. Schwenke, Esquire

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