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LAW OFFICES  
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1500 San Remo  
Suite 145  
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James W. Jarvis  
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October 15, 1999

Via US Mail

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000003020640-3  
-10/21/99-01047-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of LM Power Systems, Inc.

Dear Sir or Madam:

Enclosed please find our check No. 1387 in the amount of \$78.75 for the filing of the attached Articles of Incorporation for LM Power Systems, Inc.

We have also enclosed a self-address stamped envelope for return of the certified copy of the Articles of Incorporation.

Your prompt attention to this matter is greatly appreciated. If you have any questions, please feel free to contact the undersigned.

Very truly yours,



Richard L. Richards

RLR/dm  
Enclosures  
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FILED  
1999 OCT 21 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell OCT 25 1999

FILED

1999 OCT 21 AM 11: 38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LM POWER SYSTEMS, INC.

THE UNDERSIGNED, being of legal age, does hereby, for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation, make the following:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: LM POWER SYSTEMS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, and of this State.

ARTICLE III

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to laws.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The initial principal office shall be at 999 Eller Drive, Bay B-3, Ft. Lauderdale, Florida 33316.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator and subscriber of this corporation is:

James W. Jarvis  
1500 San Remo Avenue, Suite 145  
Coral Gables, Florida 33146

**ARTICLE VII**

**NUMBER OF DIRECTORS**

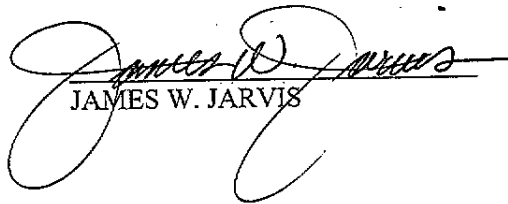
The number of directors constituting the initial Board of Directors of this corporation shall be three (3).

**ARTICLE VIII**

**REGISTERED AGENT**

The registered agent and his address is James W. Jarvis, 1500 San Remo Avenue, Suite 145, Coral Gables, Florida 33146.

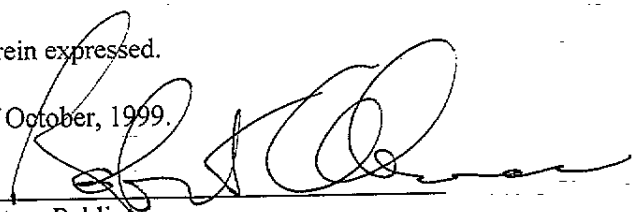
IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation, to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 15th day of October, 1999.

  
JAMES W. JARVIS

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared James W. Jarvis to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of October, 1999.

  
Notary Public  
State of Florida

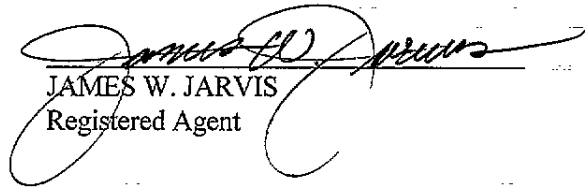
My Commission Expires:



Robert C Owens  
My Commission CC630432  
Expires March 17, 2001

**ACKNOWLEDGMENT**

The undersigned having been named Registered Agent to accept service of process for LM POWER SYSTEMS, INC. at 1500 San Remo Avenue, Suite 145 Coral Gables, Florida 33146 designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

  
JAMES W. JARVIS  
Registered Agent

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