

P9900011349

Post Office Box 26047
Tampa, FL 33685-2047

December 6, 1999

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Third Power, Inc.**
Articles of Incorporation

600003078506--1
-12/22/99-01088-015
*****78.75 *****78.75

Dear Madam or Sir:

Enclosed for filing, on behalf of Third Power, Inc. (the "Company"), are (i) the Company's Articles of Incorporation, and (ii) a money order in the amount of \$78.75 payable to the Secretary of State to cover the filing fees.

Please send a certified copy of the Company's Articles of Incorporation in the enclosed self-addressed envelope once they have been filed. The fee for the certified copy has been included in the above-referenced money order.

If you have any questions, please call the undersigned at (813) 784-8822.

*Called
Not at that
#*

Sincerely yours,
Melvin C. Johnson III
Melvin C. Johnson III
Incorporator

W 28269

Enclosures

99 DEC 22 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

PV 12/29



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 1999

MELVIN C JOHNSON III
PO BOX 262947
TAMPA, FL 33685-2947

We have received your document for THIRD POWER INC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

RoseAnn Varnadore
Corporate Specialist Supervisor

Letter Number: 899A00058432

**ARTICLES OF INCORPORATION
OF
THIRD POWER, INC.**

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of the corporation (hereinafter referred to as the "Corporation") is:

Third Power, Inc.

**ARTICLE II
Initial Principal Office and Mailing Address**

The street address of the initial principal office of the corporation is located at 10420 Snowden Place, Tampa, Florida 33626. The Corporation's mailing address is Post Office Box 262947, Tampa, Florida 33685-2947.

**ARTICLE III
Effective Date**

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

**ARTICLE IV
Capital Stock**

The total number of shares of capital stock, which the Corporation shall have authority to issue, is One Hundred Thousand (100,000) common shares, having a par value of \$0.01 per share.

**ARTICLE V
Initial Registered Agent and Office**

The street address of the initial registered office of the Corporation is 10420 Snowden Place, Tampa, Florida 33626 and the name of its initial registered agent at that address is Melvin C. Johnson III

**ARTICLE VI
Incorporator**

The name and mailing address of the sole incorporator is as follows:

Name

Address

Melvin C. Johnson III

10420 Snowden Place
Tampa, Florida 33626

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE VIII

Initial Directors

The Corporation shall have one (1) director initially, who shall serve as a director of the Corporation until the first annual meeting of shareholders and his successor is elected and qualified, or until his earlier resignation, removal from office, or death. The number of directors of the Corporation thereafter shall be such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation. The name and mailing address of the person whom shall serve as the initial director is:

<u>Name</u>	<u>Address</u>
Melvin C. Johnson III	10420 Snowden Place Tampa, Florida 33626

ARTICLE IX

Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

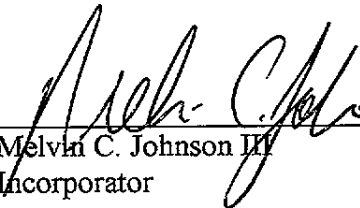
The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of the Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

Dated this 6th day of December, 1999.



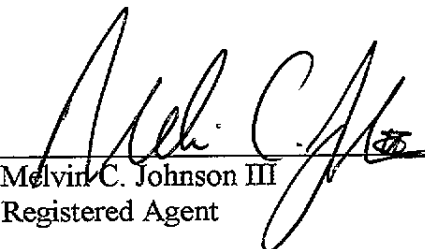
Melvin C. Johnson III
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated effective as of this 6th day of December 1999.



Melvin C. Johnson III
Registered Agent