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AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 70.00

ORDER DATE : May 11, 2000
ORDER TIME : 3:48 PM
ORDER NO. : 693926-005
CUSTOMER NO: 10943A

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CUSTOMER: Mark S Feluren, Esq
WALDMAN FELUREN & TRIGOBOFF,
WALDMAN FELUREN & TRIGOBOFF,
One Financial Plaza, Ste 1500
Fort Lauderdale, FL 33394

DOMESTIC FILING

NAME: POWERLINE CENTER, INC.

*****FILE FIRST*****

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 PM 5:05

RECEIVED
00 MAY 11 PM 4:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5/8/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 MAY 11 PM 5:05

OF

POWERLINE CENTER, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Powerline Center, Inc.

SECOND: The principal office of the Corporation shall be located at 2700 West Cypress Creek Road, Suite D-110, Fort Lauderdale, Florida 33309. The mailing address of the Corporation is 2700 West Cypress Creek Road, Suite D-110, Fort Lauderdale, Florida 33309.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the person who is to serve as the sole member of the initial Board of Directors of the Corporation is as follows:

NAME

ADDRESS

Jamie A. Danburg

2700 West Cypress Creek Road
Suite D-110
Fort Lauderdale, Florida 33309

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Mark S. Feluren.

SIXTH: The name and address of the incorporator is:

NAME

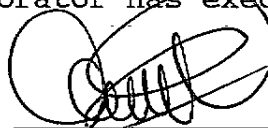
ADDRESS

Jamie A. Danburg

2700 West Cypress Creek Road
Suite D-110
Fort Lauderdale, Florida 33309

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The existence of the corporation shall begin on the date the undersigned incorporator has executed these Articles of Incorporation.



Signed on May 6, 2000

Jamie A. Danburg,
Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



Mark S. Feluren

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00 MAY 11 PM 5:05