

P0400000/221

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

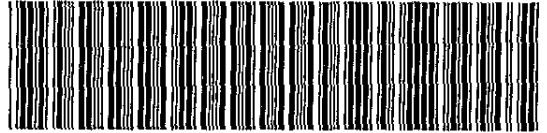
(Business Entity Name)

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EFFECTIVE DATE
12-19-03

SECRETARY OF STATE
HAWAII

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WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 ♦ FAX (407) 298-3849

DECEMBER 19, 2003

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: 3RD POWER – SOUTH ENTERPRISES, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,



STEVEN H. WALZER, B.A., M.B.A., E.A.

EFFECTIVE DATE
12-19-03

SHW/tmo
Enclosures

ARTICLES OF INCORPORATION

OF

3RD POWER – SOUTH ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is 3RD POWER – SOUTH ENTERPRISES, INC., the address is 655 GLADES CIRCLE, SUITE 205, ALTAMONTE SPRINGS, FLORIDA 32714.

ARTICLE II – DURATION

This Corporation shall commence its existence on the 19th day of DECEMBER 2003 with the filing of these Articles with the Secretary of State.

EFFECTIVE DATE
12-19-03

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation, 655 GLADES CIRCLE, SUITE 205, ALTAMONTE SPRINGS, FLORIDA 32714 and the name of the initial registered agent of this Corporation at that address is JOHN A. RIVAS.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial directors of this Corporation is:

JOHN A. RIVAS
PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER
655 GLADES CIRCLE, SUITE 205
ALTAMONTE SPRINGS, FLORIDA 32714

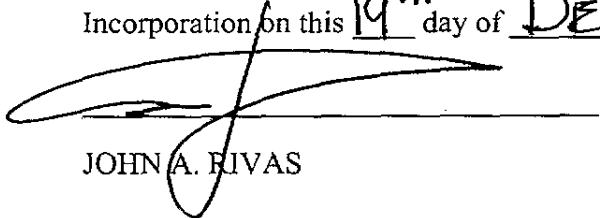
The name and address of the persons signing these Articles is:

JOHN A. RIVAS
PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER
655 GLADES CIRCLE, SUITE 205
ALTAMONTE SPRINGS, FLORIDA 32714

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 19TH day of DECEMBER, 2003.



JOHN A. RIVAS

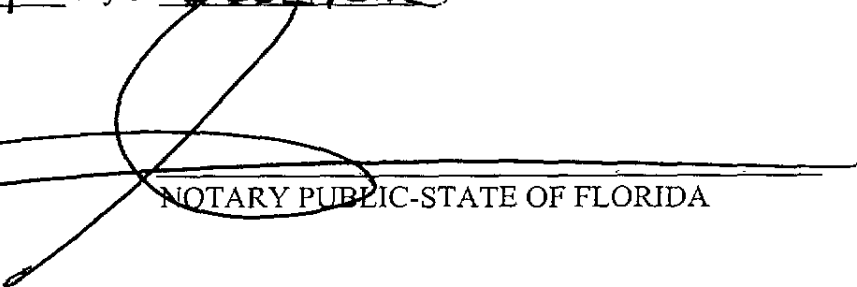
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 19TH day of DECEMBER, 2003, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, JOHN A. RIVAS, well known and known to be the person who executed the foregoing Articles of Incorporation, 3RD POWER – SOUTH ENTERPRISES, INC., and he Acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 19TH day of DECEMBER, 2003.



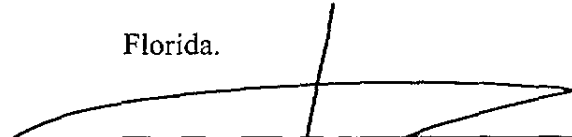


NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is submitted:

First that 3RD POWER – SOUTH ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, its principal place of business in the City of ALTAMONTE SPRINGS, Florida has named JOHN A. RIVAS as its agent to accept service process within Florida.

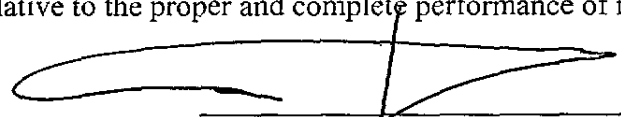


JOHN A. RIVAS
Date: 12/19/03

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TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above – named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



JOHN A. RIVAS

DATE: 12/19/03
STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 19TH day of DECEMBER, 2003, in said County and State.



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