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To: Division of Corporations
 Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
 Account Number : 071001002335
 Phone : (305)599-0839
 Fax Number : (305)716-0346

2005 OCT 28 A 11:59
 SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

POWER 3, INC.

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10-31-05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
POWER 3, INC.

The undersigned incorporator(s); for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be: POWER 3, INC.

The principal place of business of this corporation shall be:

4920 BILTMORE DRIVE
CORAL GABLES, FL 33146

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 500

ARTICLE IV -- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V -- OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: EUGENIO MARTINEZ
 4920 BILTMORE DRIVE
 CORAL GABLES, FL 33146

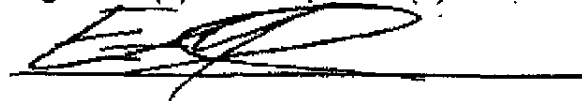
ARTICLE VI -- INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of corporation is (are):

EUGENIO MARTINEZ
4920 BILTMORE DRIVE
CORAL GABLES, FL 33146

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 28 day of OCTOBER, 2005.

Signature(s) of Incorporator(s)



A handwritten signature in black ink, appearing to read 'Eugenio Martinez', is written over a solid horizontal line.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

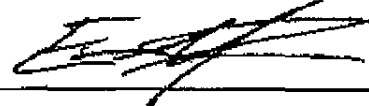
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation:

POWER 3, INC.

2. The name and address of the registered agent and office is:

EUGENIO MARTINEZ
4920 BILTMORE DRIVE
CORAL GABLES, FL 33146

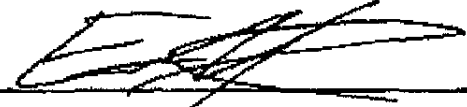
SIGNATURE 

TITLE President

DATE 10/28/05

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 10/28/05