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PEEBLES & GRACY, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

FREDERICK L. PEEBLES  
MURRAY A. GRACY  
CORPORATE COUNSEL

18 JUN 96  
10 10 31 AM '96  
FBI - TAMPA

January 25, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/29/96--01038--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MindPower, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above.

Also enclosed is our check for \$122.50 to cover the costs of the following services:

Filing fee for profit corporation	\$ 35.00
Certificate designating registered agent	35.00
One certified copy of the Articles of Incorporation	<u>52.50</u>
Total	<u>\$122.50</u>

Your assistance is appreciated. If anything further is required, please let us know.

Very truly yours

Gregory D. Gracy

GDG:bh

Enclosures

cc: Mr. Vincen R. Ruggiero

5/11/31

**ARTICLES OF INCORPORATION**

**OF**

**MindPower, Inc.**

**A Florida Corporation**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation shall be:

**MindPower, Inc.**

**ARTICLE II**

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

**ARTICLE III**

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

**ARTICLE IV**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

**ARTICLE V**

The initial street address of the principal office of this Corporation in the State of Florida is 622 Edgewater Drive, Unit 426, Dunedin, Florida 34698. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch

offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

#### ARTICLE VI

This Corporation shall not have less than one (1) director initially; the number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders.

#### ARTICLE VII

The name and mailing address of the member of the first Board of Directors are: **Vincent Ryan Ruggiero**  
**622 Edgewater Drive - Unit 426**  
**Dunedin, FL 34698**

#### ARTICLE VIII

Pursuant to §48.091, Florida Statutes, **Vincent Ryan Ruggiero**, whose street address is 622 Edgewater Drive - Unit 426, Dunedin, FL 34698, is hereby named as agent of this Corporation to accept service of process within the State of Florida. The said **Vincent Ryan Ruggiero**, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of §607.0505, Florida Statutes, relative to keeping open said office of the corporation located at the above address.

#### ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote

thoroon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

The name and street address of the incorporator to these Articles of Incorporation is: Vincent Ryan Ruggiero  
622 Edgewater Drive - Unit 426  
Dunedin, FL 34698

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 25<sup>th</sup> day of January, 1996.

  
VINCENT RYAN RUGGIERO

ACCEPTANCE BY REGISTERED AGENT


I, VINCENT RYAN RUGGIERO, agree to accept the designation of Registered Agent for MindPower, Inc., and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.

  
VINCENT RYAN RUGGIERO  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of JANUARY, 1996, before me, the undersigned authority, by VINCENT RYAN RUGGIERO, as Incorporator and Registered Agent of MindPower, Inc., who has provided his driver's license as identification.

NOTARY PUBLIC  
Barbara B. Honey  
Notary Public, State of Florida  
Commission No. CC 442825  
My Commission Expires 03/11/99  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

  
Barbara B. Honey, Notary Public  
Commission Exp. 3/11/99