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April 24, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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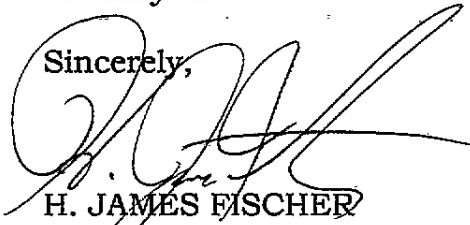
Re: Power Referrals, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same. Thank you.

Sincerely,



H. JAMES FISCHER

HJF/pag

Enclosures

FILED
98 APR 27 PM 2: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten notes: [Signature] 4/28/98

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ARTICLES OF INCORPORATION
OF
POWER REFERRALS, INC.
Florida corporation

FILED
98 APR 27 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

1.1. The name of the corporation is **POWER REFERRALS, INC.**

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the name of the initial registered agent of this corporation is Englander & Fischer, P.A.

ARTICLE VII

Principal Office and Mailing Address

7.1 The initial principal office of this corporation is located at 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the corporation's initial mailing address shall be P.O. Box 47428 St. Petersburg, FL 33743-7428.

ARTICLE VIII

Initial Board of Directors

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

H. JAMES FISCHER
5959 CENTRAL AVENUE, SUITE 201
ST. PETERSBURG, FL 33710

ARTICLE IX

Incorporators

9.1 The name and address of the persons signing these Articles are the Corporation's existing shareholders:

H. JAMES FISCHER

ARTICLE X

Indemnification

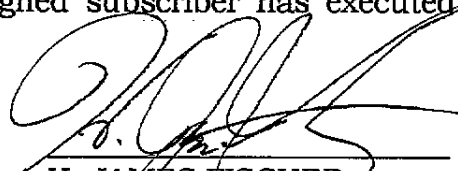
10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on April 24, 1998.



H. JAMES FISCHER
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 24 day of April, 1998, by H. JAMES FISCHER, who is personally known to me or who has

produced n/a as identification and who did take an oath.



Patricia A Gauss
My Commission CC679254
Expires September 10, 2001

Patricia A Gauss

Name:
NOTARY PUBLIC
State of Florida at Large (Seal)
Comm. No.:
My Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **POWER REFERRALS, INC.** at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.


ENGLANDER & FISCHER, P.A.

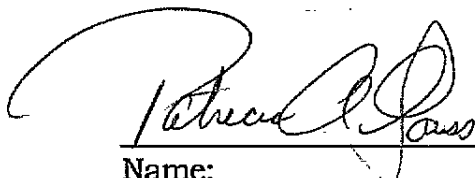

By: _____
H. JAMES FISCHER

Its: President

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 24 day of April, 1998, by H. JAMES FISCHER, who is personally known to me or who has produced n/a as identification and who did take an oath.

 Patricia A Gauss
★ My Commission CC679254
★ Expires September 10, 2001


Name: _____
NOTARY PUBLIC
State of Florida at Large (Seal)
Comm. No.:
My Commission Expires:

FILED
98 APR 27 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA