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KANOUSE AND WALKER

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Division of Corporations

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Florida Department of State
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Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : KANOUSE & WALKER, P.A.

Account Number : 105503003644

Phone : (561)451-8090

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LIMITED LIABILITY COMPANY

PowerN, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 4, 2005

POWERN, LLC
6971 N FEDERAL HIGHWAY, SUITE 405
BOCA RATON, FL 33487

SUBJECT: POWERN, LLC
REF: W05000016803

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 10 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diana Cushing
Document Specialist

FAX Aud. #: H05000079904
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TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**Articles Of Organization
of
PowerN, LLC**

Article 1 - Name

The name of this Limited Liability Company is PowerN, LLC.

Article 2 - Address

The street address of the principal place of business and mailing address of this Limited Liability Company is:

6971 N. Federal Highway
Suite 405
Boca Raton, FL 33487

Article 3 - Initial Registered Agent and Office

The initial registered agent of this Limited Liability Company is Susan Walker, Esq. The initial registered office address is Kanouse & Walker, P.A., One Boca Place, Suite 324 Atrium, 2255 Glades Road, Boca Raton, FL 33431.

Article 4 - Duration

This Limited Liability Company will exist in perpetuity, unless dissolved in accordance with the Florida Limited Liability Company Act.

Article 5 - Purpose

This Limited Liability Company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business control when in conflict with these Articles of Organization.

Article 6 - Management

A Manager will manage this Limited Liability Company. The initial Manager is:

Dr. Robert McElroy
6971 N. Federal Highway
Suite 405
Boca Raton, FL 33487

Article 7 - Powers

This Limited Liability Company has all of the powers enumerated in the Florida Limited Liability Company Act.

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Article 8 - Admission of New Members

The members have the right to admit new members. Only new membership interests may be issued for the admission of new members. No existing membership may be transferred to a third party.

The terms and conditions for the admission of new members are as follows:

Any person or entity approved by a unanimous written consent of all existing members may, subject to the terms of the Regulations, become an additional member in the limited liability company by the sale of new interests for any consideration the members determine.

Article 9 - Right of Continuance

The members have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this Limited Liability Company.

Article 10 - Regulations

The Regulations may be adopted, altered, amended, or repealed by the members.

IN WITNESS WHEREOF, a member of this Limited Liability Company has signed these Articles of Organization on April 1, 2005 thereby affirming under penalties of perjury that the facts contained in these Articles of Organization are true to the best of his knowledge.


Susan Walker, Organizing Member

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on April 1, 2005 by Susan Walker, who personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

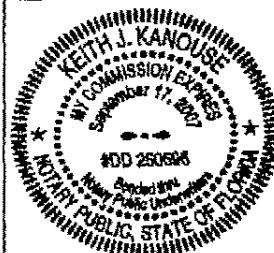
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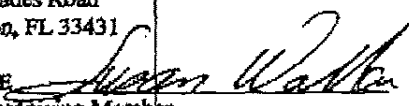
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Subsection 608.407(1)(d) of the Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the limited liability company is PowerN, LLC.
2. The name and address of the registered agent and office is:

Susan Walker
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

SIGNATURE 
TITLE : Organizing Member
DATE April 1, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Susan Walker

DATE April 1, 2005

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