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FILED
00 MAR 31 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 28, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Florida Pure Power Enterprises, Inc.
File No. 289

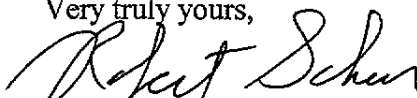
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Dear Sir or Madam:

On behalf of my client, I am enclosing for filing the Articles of Incorporation of Florida Pure Power Enterprises, Inc. and the Acceptance of Registered Agent. Also enclosed is my check (No. 3298) payable to Florida Dept. of State for \$70.00 representing the required filing fee.

In you have any questions concerning this filing please contact me immediately.

Very truly yours,


Robert E. Schur

Enclosure

RES: rvg
289-FL-Corp
3/28/2000

S. Thompson APR 04 2000

ARTICLES OF INCORPORATION
OF
FLORIDA PURE POWER ENTERPRISES, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is **FLORIDA PURE POWER ENTERPRISES, INC.**

SECOND: The principal office of the corporation shall be located initially at 7500 S.W. 137TH Street, Miami, Florida 33158, and subsequently at such other place as selected by the Directors of the Corporation.

THIRD: The number of shares that the corporation is authorized to issue is 2,000, all of which are of a par value of \$.01 each and are of the same class and are to be Common Shares. All Common Shares shall be identical with each other in every respect and the holder thereof shall be entitled to one vote for each share upon all matters on which shareholders have a right to vote.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 5250 North Kendall Drive, Coral Gables, FL 33156-2124

The name of the initial registered agent of the Corporation at that registered office is Robert Schur.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The initial Board of Directors shall consist of one member. The name and address of the person who will serve on the initial Board of Directors is:

Name

Address

MICHAEL FULFORD

**7500 S.W. 137th Street
Miami, FL 33158**

SIXTH: The name and the address of the incorporator are:

Name

Address

Robert Schur

5250 North Kendall Drive
Coral Gables, Florida 33156-2124

SEVENTH: The Corporation is organized to engage in any and all lawful purposes for which corporations may be organized under the Florida Business Corporation Act and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Signed on the 29th day of March, 2000.


Robert Schur, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Robert Schur
Robert Schur

Date: March 29, 2000

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TALLAHASSEE FLORIDA

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3/28/2000