

FROM

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(TUE) 5:18 PM '00 9:41 AM '00 261574214 P 1

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Division of Corporations

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Florida Department of State

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : JAM MARK LIMITED
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FLORIDA PROFIT CORPORATION OR P.A.

Unipower Corporation

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

W-12461

M. Culligan MAY 18 2000

FILED
00 MAY 18 PM 12:54
STATE OF FLORIDA
TALLAHASSEE

FROM

(THU) 5.18'00 9:45/ST. 9:44/NO. 4261574214 P 2

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FILED
400 MAY 18 PM 12:54
SOUTHERN FLORIDA
FALL LAKEVILLE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNIPOWER CORPORATION

The undersigned, acting as incorporator of UNIPOWER CORPORATION under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is UNIPOWER CORPORATION.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 15,000,000 shares of common stock having a par value of \$.0001 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Rodney H. Bell, Esq., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE VIII. BYLAWS

The Board of Directors is authorized to adopt, amend or repeal By-Laws of the corporation.

ARTICLE IX. INDEMNIFICATION

Any person, his or her heirs, or personal representative, made, or threatened to be made, a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, because he or she is or was a director, officer, employee, or agent of the Corporation or serves or served any other corporation or other enterprise in any capacity at the request of the Corporation, shall be indemnified by the Corporation, and the Corporation may advance his or her related expenses to the full extent permitted by Florida law. In discharging his or her duty, any director, officer, employee, or agent, when acting in good faith, may rely upon information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by (i) more officers or employees of the Corporation whom the director, officer, employee, or agent reasonably believes to be reliable and competent in the matters presented, (ii) counsel, public accountants, or other persons as to matters that the director, officer, employee, or agent believes to be within that person's professional or expert competence, or (iii) in the case of the director, a committee of the board of directors upon which the director does not serve, duly designated according to law, as to matters within its designated authority, if the director reasonably believes that the committee is competent. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which the person, his or her heirs, or personal representatives may be entitled. The Corporation may, upon the affirmative vote of a majority of its board of directors, purchase insurance for the purpose of indemnifying these persons. The insurance may be for the benefit of all directors, officers, or employees.

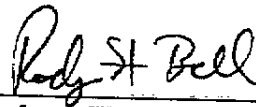
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ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on May 9, 2000.



Rodney H. Bell, Esq.
Incorporator

FROM

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

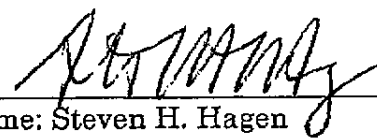
That UNIPOWER CORPORATION with its registered office as
indicated in its Articles of Incorporation at 701 Brickell Ave., Suite 3000, Miami,
Florida 33131 has named Intrastate Registered Agent Corporation as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation
named above, at the place designated in this certificate, the undersigned agrees to
act in that capacity, to comply with the provisions of the Florida Business
Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 9th day of May, 2000.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 

Name: Steven H. Hagen

Title: Vice President

00 MAY 18 PM 12:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MLA1 #934740 v2

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