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May 16, 2000

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/22/00--01128--002  
\*\*\*\*\*19.50 \*\*\*\*\*78.75

Re: Power Kids, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation in the name of the above-referenced corporation;
2. Our firm check in the amount of \$122.50 representing the filing fee for the Articles (\$35.00); the filing fee for the Designation of Registered Agent (\$35.00); and the fee for a certified copy of the Articles to be returned to our firm (\$52.50).

Please file the enclosed documents and return the certified copy of the Articles to my attention as soon as possible. If you have any questions please contact the undersigned.

Sincerely,



Robert W. Anthony

RWA/ler  
Enclosures  
cc: Mr. Mike Metzger

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**ARTICLES OF INCORPORATION  
OF  
POWER KIDS, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be POWER KIDS, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - INITIAL PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 13833 Waterhouse Way, Orlando, Florida 32828.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business purposes.

**ARTICLE V - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the

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same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 13833 Waterhouse Way, Orlando, Florida 32828.

The name of the initial registered agent of this corporation at that address shall be Toni Kusiak.

#### **ARTICLE VII - INITIAL DIRECTORS AND OFFICERS**

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

| <u>Name</u>        | <u>Street Address</u>                          | <u>Office</u>                    |
|--------------------|--|----------------------------------|
| Toni Kusiak        | 13833 Waterhouse Way<br>Orlando, Florida 32828 | President/Director               |
| Frank Kusiak       | 13833 Waterhouse Way<br>Orlando, Florida 32828 | Vice Pres./Director              |
| Michael J. Metzger | 13833 Waterhouse Way<br>Orlando, Florida 32828 | Secretary/Treasurer/<br>Director |

**ARTICLE VIII - INCORPORATOR**

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Robert W. Anthony  
1325 West Colonial Drive  
Orlando, Florida 32804

**ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of <sup>MAY</sup>~~April~~,  
2000.

  
\_\_\_\_\_  
ROBERT W. ANTHONY  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared ROBERT W. ANTHONY to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 16<sup>th</sup>  
day of ~~April~~<sup>May</sup>, 2000.

  
\_\_\_\_\_  
Notary Public  
Print Name:  
My Commission Expires:  
Commission No.:

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

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PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, POWER KIDS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent, Robert W. Anthony, Esq. at 1325 West Colonial Drive, in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Robert W. Anthony

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TALLAHASSEE, FLORIDA