

P00000063434

From the desk of...

Janet Vernell

Bess Register
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Financial Powers, Inc.

300003308783--1
-06/29/00--01003--015
*****78.75 *****78.75

Dear Ms. Register:

In furtherance of my husband's conversation with you this morning, I am Fed Exing to your attention the original and one copy of Articles of Incorporation re. the captioned corporation and check in the amount of \$78.75 to cover the necessary filing fees with your office.

I am additionally enclosing requested affidavit to reflect that I have no intention to reinstate Financial Powers, Inc. which was incorporated on August 6, 1998 Document number P98000068854.

In providing a basis for such affidavit, be advised that aside from my formation of, and payment for, the incorporation of Financial Powers, Inc. on August 6, 1998 I was also the recipient and holder of the original Assignment of subscriber's rights to the capital stock of such corporation (per original Assignment enclosed herewith).

I would accordingly request that you accept the enclosed Articles for filing with your office as a new corporate entity.

I very much appreciate your cooperation and the courtesies which you extended to both my husband and myself.

Most cordially,

Janet Vernell
JANET VERNELL
3741 Sunny Isles Boulevard
Sunny Isles, FL 33160

305-940-7088 for detail screen

FILED
00 JUN 29 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 29 2000

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF DADE

JANET VERNELL, being duly sworn and put upon oath, deposes and states that she caused the formation and incorporation of Finacial Powers, Inc. on August 6, 1998, document number P98000068854 through her agent Capital Connection, Inc. and that she did pay the costs thereof.

Affiant further states that she does not intend to, nor will she, reinstate such corporation which was dissolved by the Secretary of State on September 24, 1999.

FURTHER AFFIANT SAYETH NOT.


JANET VERNELL

SWORN and subscribed to before
me this 28 day of June, 2000


NOTARY PUBLIC

Personally known ()

Produced I.D. (X) Type: Driver License.
V654-432-47-914-0.



Karina Vargas
My Commission CC853438
Expires July 11, 2003

FILED
00 JUN 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Capital Connection, Inc.

Filing and Retrieval Service
1-800-342-8062

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS, that the undersigned in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, hereby sells, transfers and assigns unto **FINANCIAL POWERS, INC.** all her right, title and interest in and to the subscription for stock in said corporation and hereby relinquishes all interest therein.

"Capital Connection, Inc. by Chris Grunewald, Client Representative"

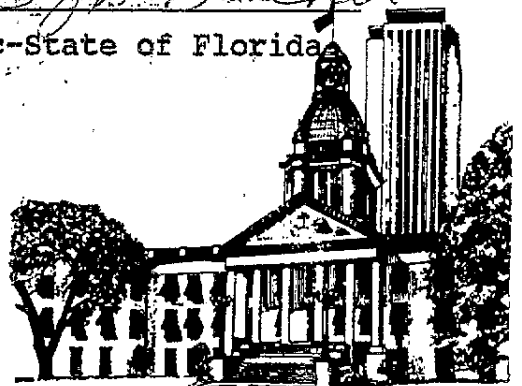
Chris Grunewald

STATE OF FLORIDA
COUNTY OF LEON

The foregoing ASSIGNMENT was acknowledged before me this 6th day of August 1998 by Chris Grunewald, who is personally known to me and who did not take an oath.



Cheri Lyn Boucher
Notary Public-State of Florida



**ARTICLES OF INCORPORATION FOR
FINANCIAL POWERS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation is FINANCIAL POWERS, INC.

ARTICLE 3: PRINCIPAL OFFICE

The principal place of business of the corporation and its mailing address shall be:

Suite 1113
3741 Sunny Isles Boulevard
Sunny Isles, Fl 33160

ARTICLE 3: CAPITAL STOCK

The number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: REGISTERED AGENT

The name and address of the initial registered agent is:

Janet Vernell
Suite 1113
3741 Sunny Isles Boulevard
Sunny Isles, Fl 33160

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Janet Vernell
Suite 1113
3741 Sunny Isles Boulevard
Sunny Isles, Fl 33160

The undersigned executed these Articles of incorporation on June __, 2000.


JANET VERNELL

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida

- I. The name of the corporation is: FINANCIAL POWERS, INC.
2. The name and address of the registered agent and office is:

Janet Vernell
Suite 1113
3741 Sunny Isles Boulevard
Sunny Isles, Fl 33160

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


JANET VERNELL

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00 JUN 29 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA