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KRAMER & RASSNER, P.A.  
7700 NORTH KENDALL DRIVE, SUITE 510  
MIAMI, FLORIDA 33156

JEFFREY S. KRAMER, ESQUIRE  
WAYNE H. RASSNER, ESQUIRE

TELEPHONE (305) 270-8876  
FAX (305) 270-0849

September 12, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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RE:

\*\*\*\*\*78.75 \*\*\*\*\*78.75

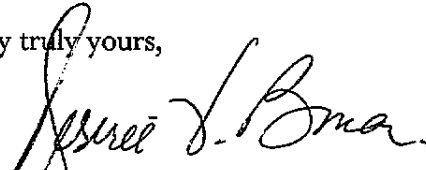
To Whom it May Concern:

Enclosed please find original and one copy of Articles of Incorporation regarding Powerforcell, Inc. We have enclosed our firm check, in the amount of \$78.75 which represents the filing fee for same.

Please return the stamped, filed Articles, charter certificate, and letter from the Secretary of State in the self-addressed envelope provided..

Your assistance is greatly appreciated.

Very truly yours,



Desiree V. Bonar, asst.  
WAYNE H. RASSNER, ESQUIRE

WHR/dvb  
Enclosures

FILED  
00 SEP 15 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHR 9/18/00

**ARTICLES OF INCORPORATION  
OF  
POWERFORCELL, INC.**

FILED

00 SEP 15 AM 11:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

**FIRST:** The name of the corporation is: POWERFORCELL, INC.

**SECOND:** The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**THIRD:** The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a FIVE DOLLAR (\$5.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase

**POWERFORCELL, INC.**

shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

**FOURTH:** The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

**FIFTH:** The corporation is to have perpetual existence.

**SIXTH:** The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follow:

**Registered Agent**

Wayne H. Rassner, Esq.  
7700 N. Kendall Drive  
Suite 510  
Miami, Florida 33156

**Corporate Mailing Address**

7700 N. Kendall Drive, Suite 510  
Miami, Florida 33156

**SEVENTH:** The number of directors constituting the initial board of directors is two (2).

**EIGHTH:** The name and post office address of the Incorporator is:

Wayne H. Rassner, Esquire  
7700 N. Kendall Drive, Suite 510  
Miami, Florida 33156

**NINTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

**POWERFORCELL, INC.**

FILED

00 SEP 15 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TENTH:** Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this

12 day of September, 2000.



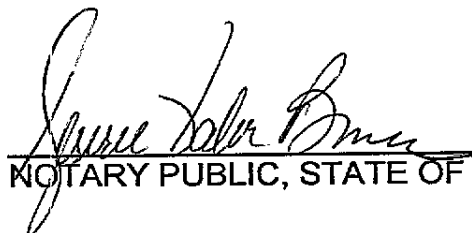
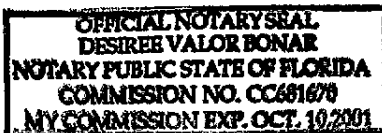
Wayne H. Rassner, Incorporator

STATE OF FLORIDA     )  
                                      )§  
COUNTY OF MIAMI-DADE )

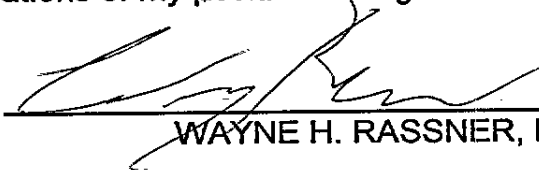
BE IT REMEMBERED, that on this day personally appeared before me, Wayne H. Rassner, a party to the foregoing Articles of Incorporation, known to me personally to be such, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 12 day of September, 2000.

Notary Stamp:

  
NOTARY PUBLIC, STATE OF FLORIDA

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. I further agree to comply with the provision 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.



WAYNE H. RASSNER, Registered Agent