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Florida Department of State  
Division of Corporations  
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To: Attention Beth  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : LILIAN SREDNI, P.A.  
Account Number : I19990000174  
Phone : (305) 466-9411  
Fax Number : (305) 937-1545

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## FLORIDA PROFIT CORPORATION OR P.A.

Powercell, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**Articles of Incorporation  
of  
Powercell, Inc.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be:

**Powercell, Inc.**

**ARTICLE II  
TERM OF EXISTENCE**

This Corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
PRINCIPAL OFFICE OR MAILING ADDRESS**

The initial principal office of the corporation, and the mailing address of the corporation shall be:

c/o Lilian Sredni, P. A.  
21334 W. Dixie Highway  
North Miami Beach, FL 33180

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue one class of voting common stock at a par value of

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\$1 . 100,000 shares of common stock shall be authorized. 1,000 Shares shall be issued,

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its by-laws.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of the Corporation in the State of Florida shall be:

21334 W. Dixie Highway  
North Miami Beach, FL 33180

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

Lilian Sredni, P.A.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of each incorporator is as follows:

Salomon Alalu  
c/o Lilian Sredni, P. A.  
21334 W. Dixie Highway  
North Miami Beach, FL 33180

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

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The number of directors constituting the board shall be determined in accordance with the bylaws of the corporation. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the by-laws.

The initial officers of the Corporation shall be:

President Salomon Alalu

**ARTICLE X**  
**VOTING FOR DIRECTORS**

All shareholders of voting common stock or a voting group of shareholders designated in the by-laws are not entitled to cumulate their votes for directors.

The initial by-laws of this Corporation shall be adopted by the Board of Directors. The by-laws may be amended from time to time by the unanimous vote of either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any by-laws adopted by the Directors. The Directors may not alter, amend or repeal any by-laws adopted by the Stockholders, nor may the Directors adopt by-laws which would be in conflict with the by-laws adopted by the Stockholders.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

Any Incorporation or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such Corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation this 4th day of Sept, 2000.

  
\_\_\_\_\_  
Salomon Alalu

Page 4 of 4

The Law Offices of  
Lillian Sredni, Esq.  
21332 W. Dixie Highway  
N. Miami Beach, FL 33160

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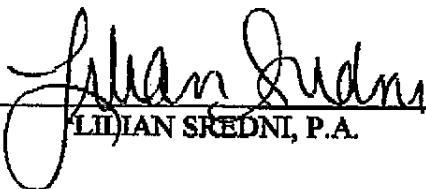
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

1. The name of the corporation is **Powercell, Inc.**
2. The name and address of the registered agent and office is:

**LILIAN SREDNI, P.A.  
21332 W. DIXIE HIGHWAY  
NORTH MIAMI BEACH, FL 33180**

*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 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.*

  
\_\_\_\_\_  
LILIAN SREDNI, P.A.

  
\_\_\_\_\_  
DATE

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**

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TALLAHASSEE, FLORIDA

09/19/00 20:12 FAX  
Quality Products Incorporated

6716 Northwest 72nd Avenue

Miami, Florida 33166

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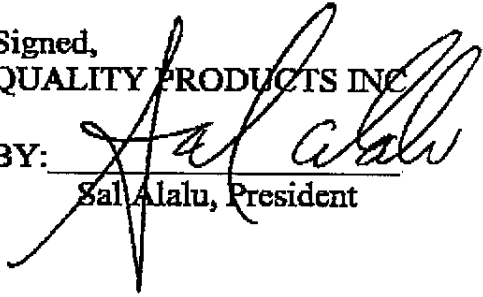
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To whom it may concern:

This letter shall verify that Powercell, inc. is different from the service mark registered under the name of powercell classified in class 38. This entity is engaged in a substantially different business and in no way infringes on that service mark.

Signed,  
QUALITY PRODUCTS INC

BY:   
Sal Alalu, President

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TALLAHASSEE, FLORIDA



Tel: 800.929.5427

Tel: 305.866.5400

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