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FILED

00 SEP 26 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

September 21, 2000

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-09/26/00--01105--007

*****70.00 *****70.00

RE: A & A Marine Electric, Inc.

Gentlemen:

Enclosed is an original of the Articles of Incorporation of the above referenced company, along with a check for \$70.00 payable to the Florida Department of State.

Please send a copy of the Articles of Incorporation to:

Ira L. Kahn, Esq.
Eighteen Northeast Second Avenue
Dania, FL 33004
(954) 921-1523

Thank you for your cooperation with this matter.

Sincerely,



Ira L. Kahn, Esq.

Enclosure

PA 9/25/00

ARTICLES OF INCORPORATION

A & A MARINE ELECTRIC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the Laws of Florida.

ARTICLE I - NAME

The name of this corporation is:

A & A MARINE ELECTRIC, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of Common Stock. The par value of each share of stock is \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V - CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 9745 Arbor Oaks Lane, Apt. 306, Boca Raton, Florida 33428.

ARTICLE VII - MANAGEMENT

The business of the corporation shall be managed by the Stockholders of the corporation rather than by a Board of Directors.

ARTICLE VIII - SUBSCRIBER

The name and address of the initial subscriber to these Articles of Incorporation and the number of shares outstanding are:

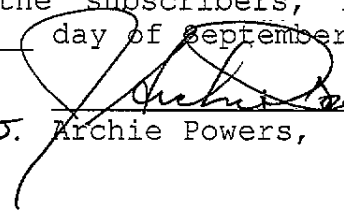
<u>Name and Address</u>	<u>Shares</u>
J. Archie Powers 9745 Arbor Oaks Lane, Apt. 306 Boca Raton, Florida 33428	1000

OFFICERS

The name and address of the officers of this corporation are as follows:

<u>Name and Address</u>	<u>Office</u>
J. Archie Powers 9745 Arbor Oaks Lane, Apt. 306 Boca Raton, Florida 33428	President, Vice President Secretary, Treasurer

IN WITNESS WHEREOF, We, the subscribers, have executed these Articles of Incorporation this _____ day of September, 2000.


J. Archie Powers, President

STATE OF FLORIDA
COUNTY OF PALM BEACH


BEFORE ME, the undersigned authority, personally appeared J. Archie Powers who is/are personally known to me _____ or has produced Michigan Drivers License as identification, to be the individual described in and whom executed the foregoing Articles of Incorporation, and have acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 21 day of September, 2000.



Ira L. Kahn
Commission # CG 859436
Expires Sep. 17, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

My commission expires:


NOTARY PUBLIC

PRINTED NAME OF NOTARY PUBLIC

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:


FIRST--THAT **A & A MARINE ELECTRIC**, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF **BOCA RATON**, STATE OF FLORIDA, HAS NAMED **ARCHIE**
POWERS, LOCATED AT **9745 Arbor Oaks Lane, Apt. 306, Boca Raton, State of**
Florida 33428, AS ITS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE 
ARCHIE POWERS (CORPORATE OFFICER)

TITLE PRESIDENT

DATE 9-21-2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE 
Archie Powers, REGISTERED AGENT
9745 Arbor Oaks Lane, Apt. 306
Boca Raton, Florida 33428

DATE 9-21-2000

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00 SEP 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA