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The Legal Center

ATTORNEYS AT LAW

FILED
00 DEC 18 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 15, 2000

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

Re: POWERHOUSE RESOURCES, INC.

Greetings:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with my check to cover the following expenses:

Filing Fee	\$35.00
Certificate of Status	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

Upon filing, please call this office with date of filing and corporation number. Also, please return the enclosed copy of the articles with your stamp on it showing the filing date.

Cordially yours,

THE LEGAL CENTER

Dolores S. Maralik/ps

Dolores S. Maralik
Attorney

EFFECTIVE DATE
01-01-01

KWD/ps

encls.

Please note: Effective date of corporation is
January 1, 2001.

6572 Seminole Boulevard, Suite 9
Seminole, Florida 33772
Telephone (727) 393-8822
Fax (727) 398-6965

gy 12/27

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
POWERHOUSE RESOURCES, INC..
(A Corporation for Profit)**

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:
POWERHOUSE RESOURCES, INC.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually. This corporation shall become effective January 1, 2001.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the corporation is:

7527 Burlington Ave. N.
St. Petersburg, FL 33710

EFFECTIVE DATE
01-01-01

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is:

Bonnie B. Crockett
7527 Burlington Ave. N.
St. Petersburg, FL 33710

ARTICLE VII. INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Bonnie B. Crockett
7527 Burlington Ave. N.
St. Petersburg, FL 33710

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ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

The corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

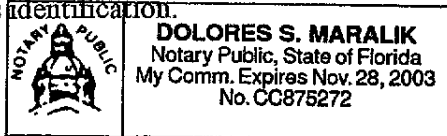
IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 15 day of
December, 199x2000.

Bonnie B. Crockett
BONNIE B. CROCKETT Incorporator

Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of
December, 19x2000 by Bonnie B. Crockett
who is/are personally known to me or who has/have produced a driver's license
as identification.



Dolores S. Maralik
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for POWERHOUSE RESOURCES, INC.

at the place designed in the foregoing Articles, namely 7527 Burlington Ave. N.,
St. Petersburg, FL 33710

I HEREBY AGREE to act in this capacity, and to comply with all Florida Statutes relative to the performance of my duties.

Dated this 15 day of December, 199x 2000.

Bonnie B. Crockett
Registered Agent
BONNIE B. CROCKETT