



**Management Accounting
& Tax Consultants International**

January 08, 2001

PO10000005275

Florida Department of State
Corporate Records Bureau
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

800003533418--6
-01/11/01--01089--016
****122.50 *****78.75

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation of Power Marketing Source, Inc., which we request be filed, registered and subsequently certified by your office.

To wit, we are also enclosing herewith, our money order number 06-201090874 payable to Florida Corporate Records Bureau, for the amount of \$122.50 for the payment of the following services:

Filing fee	\$ 35.00
Registration of Agent	52.50
Issuance of Certification	<u>35.00</u>
	<u>122.50</u>

Please address your reply to my attention at 9261 Seminole Boulevard, Seminole, Florida 33772

Thank you very much,

Julio E. Mayorga, EA

FILED
01 JAN 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb 1/16

⑤

Articles of Incorporation.
Of
Power Marketing Source, Inc.

FILED
01 JAN 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, are the subscribers to these Articles of Incorporation, under the provisions of 607 F.S. Florida General Corporation Act.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: Power Marketing Source, Inc., The physical address of the corporation is 11232 108th Lane North, Largo, Florida 33778.

ARTICLE II
DURATION

This corporation shall exist perpetually, commencing on the date of the Incorporators execution of these articles which has been delivered to the Secretary of State of Florida within five days of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE OF BUSINESS

The purpose of this corporation is to engage in any activity of businesses permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand Shares (10,000) of one class of stock, with a par value of One Dollar (\$1.00) per share. These stocks are intended to qualify under I.R.C. Section 1202 and 1244 as Small Business Corporation stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this Corporation is 13828 80th Avenue North, Seminole, Florida 33776 and the name of the initial registered agent of this Corporation is Debra L. Wilson.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two directors. This number may be increased from time to time, by amendment to the by-laws, but shall never be less than one (1). The name and address of the initial directors are:

Article of Incorporation of
Power Marketing Source, Inc/page two

Debra L Wilson
13828 80th Avenue North
Seminole, Florida 33776

And

Kathryn D. Tuttle
11232 108th Lane North
Largo, Florida 33778

ARTICLE VII
INITIAL OFFICERS

The name and address of the initial officers of this Corporation are:

President:

Debra L Wilson
13828 80th Avenue North
Seminole, Florida 33776

Secretary/Treasurer:

Kathryn D. Tuttle
11232 108th Lane North
Largo, Florida 33778

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporators of this corporation are:

Debra L Wilson
13828 80th Avenue North
Seminole, Florida 33776

And

Kathryn D. Tuttle
11232 108th Lane North
Largo, Florida 33778

ARTICLE IX
PREEMPTIVE RIGHTS

Each holder of the common stock of this corporation shall have the first right to purchase shares of any other securities that the corporation may issue from time to time, including

Shares from the treasury of this corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock outstanding, exclusive of treasury shares. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of a written notice from this corporation stating the price, terms and conditions of the issue of shares and inviting him or her to exercise his preemptive rights.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

ARTICLE XI
BYLAWS

The Board of Directors shall adopt the initial Bylaws. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law and the Bylaws of this Corporation.

ARTICLE XIII
INFORMAL SHAREHOLDERS ACTION

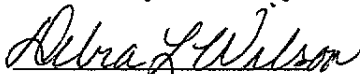
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Section 606.394 F.S. and the Bylaws.

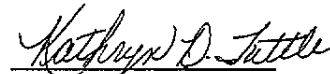
Article of Incorporation of
Power Marketing Source, Inc/page four

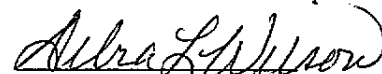
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office for service of process.

IN WITNESS WHEREAS, the undersigned has executed these articles of Incorporation this 8th day of January 2001.


Debra L. Wilson
Registered Agent


Kathryn D. Tuttle
Incorporator


Debra L. Wilson
Incorporator

STATE OF FLORIDA

Ss:

COUNTY OF PINELLAS

The foregoing Articles of Incorporation of Power Marketing Source, Inc. was acknowledged before me this 8th day of January 2001. By Debra L. Wilson and Kathryn D. Tuttle, both, to me well known and who did not take an oath.


Julio C. Mayorga
NOTARY PUBLIC, STATE OF
FLORIDA

My commission Expires:



J Mayorga
My Commission CC634537
Expires April 28, 2001

FILED
01 JAN 11 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA