

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.

Account Number : 076624003440

Phone : (305) 444-6226

Fax Number : (305) 442-4829

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 23 AM 8:14**FLORIDA PROFIT CORPORATION OR P.A.****POWERLINK SYSTEMS CORPORATION**

Certificate of Status	1
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DIVISION OF CORPORATIONS
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CERTIFICATE OF INCORPORATION

OF

POWERLINK SYSTEMS CORPORATION

The undersigned incorporator to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is POWERLINK SYSTEMS CORPORATION.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

ARTICLE III

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 One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza Esq.
2100 Salzedo Street Suite 300
Phone: (305) 444-6226
Coral Gables, Florida 33134
Florida Bar No. 0698806

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ARTICLE VIADDRESS

The initial mailing address of the principal office of this corporation in the State of Florida is 9280 SW 123rd Court #S-308, Miami, Fl 33186. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VIIDIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial director which shall serve until his replacements assume his position is:

<u>Name</u>	<u>Address</u>
LUIS FORTOU	9280 SW 123 rd Court #S-308, Miami, Fl 33186

ARTICLE VIIIINITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President Secretary	LUIS FORTOU	9280 SW 123 rd Court #S-308, Miami, Fl 33186
Treasurer	LARRY MELOW	5971 SW 86 th Street Miami, FL 33143

ARTICLE IXINCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is LUIS FORTOU of 9280 SW 123rd Court #S-308, Miami, Fl 33186.

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ARTICLE X

AMENDMENT

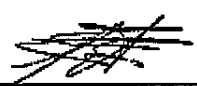
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

POWERLINK SYSTEMS CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates Arazoza & Fernandez-Fraga P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 Salzedo Street Suite 300 Coral Gables, FL 33134.

WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, this 22 day of February, 2001

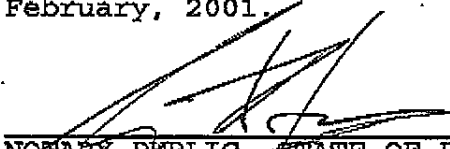


LUIS FORTOU

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 22 day of February, 2001, by LUIS FORTOU. He has produced his P.C.D.C. as identification, and he did _____ take an oath.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 22 day of February, 2001.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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CERTIFICATE OF DESIGNATIONREGISTERED 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 POWERLINK SYSTEMS CORPORATION
2. The name and address of the registered agent and office is:

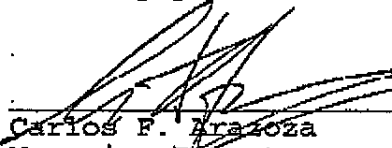
ARAZOZA & FERNANDEZ-FRAGA P.A.
2100 Salzedo Street, Suite 300
Coral Gables, FL 33134

POWERLINK SYSTEMS CORPORATION



LUIS FORTOUDate: 22 day of February, 2001FILED
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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.



Carlos F. Arazoza
Managing Director
Arazoza & Fernandez-Fraga P.A.Date: 22 day of February, 2001

CORP INCORP POWERLINK SYSTEMS CORPORATION

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