

PO1000044053

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000062192 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

POWERLINE FLORIDA USA, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY -2 PM 1:19

FILED

B. McKnight MAY 02 2001

H01000062142

(7)

**ARTICLE OF INCORPORATION OF
POWERLINE FLORIDA USA, CORP.**

ARTICLE I NAME

The name of this corporation is POWERLINE FLORIDA USA, CORP.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III 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 IV CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
5545 S.W. 8 ST Suite 107
MIAMI, FL 33134
TEL: (305) 265-1566

H01000062192

FILED
01 MAY -2 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 290 N.W. 165 ST Suite M400, Miami, FL 33169. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Leslie S. Weber President	290 N.W. 165 ST Suite M400 Miami, FL 33169

ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each Person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Leslie S. Weber	290 N.W. 165 ST Suite M400 Miami, FL 33169	100%

ARTICLE IX 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 to these Articles of Corporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XIII REGISTERED AGENT

The Street address of the initial registered office of this corporation is 5545 S.W. 8 ST Ste 107, Miami, FL 33134 and the name of the initial registered agent o this corporation at that address is E & V Great Professional, Inc.

**ASSIGNMENT BY THE SOLE INCORPORATOR OF THE ARTICLES OF
INCORPORATION OF POWERLINE FLORIDA USA, CORP.**

E & V Great Professional Inc. as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:

Leslie S. Weber

Date: April 30, 2001.

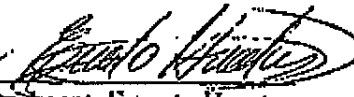
E & V Great Professional, Inc.

By: 
Its Agent, Ernesto Huertas

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION.

POWERLINE FLORIDA USA, CORP., a Florida corporation authorized to transact business in the State, having a business office identical with the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.
I hereby am familiar with and accept the due duties and responsibilities as Registered Agent.

E & V Great Professional Inc.

By 
Its Agent, Ernesto Huertas

FILED
01 MAY -2 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000062192

ARTICLE XIV INCORPORATOR

The name and street address of incorporator to these Articles of Incorporation: E & V Great Professional Inc, 5545 S.W. 8 ST Ste 107, Miami, FL 33134.

IN WITNESS WHEREOF, the undersigned incorporator of E & V Great Professional Inc, has hereunto set their hand and seal of E & V Great Professional, Inc, on April 20, 2001.

E & V Great Professional, Inc.

H01000062192

By:


Its Agent, Ernesto Huertas