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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. POWERLINE REAL ESTATE HOLDINGS CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE FLORIDA

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of P.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
POWERLINE REAL ESTATE HOLDINGS CORP
A PROFIT CORPORATION

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I
NAME

The name of the corporation is POWERLINE REAL ESTATE HOLDINGS CORP.

Article II
PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article III
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shall be common stock having a par value of One Cent (\$.01) per share.

Article IV
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

Article V
DURATION

The term of existence of the corporation is perpetual unless sooner dissolved according to law, and its existence shall commence upon filing.

**Article VI
PRINCIPAL OFFICE**

The initial street address of the corporation's principal office is:

1041 W. Commercial Boulevard
Suite 101
Fort Lauderdale, Florida 33309

**ARTICLE VII
INCORPORATORS**

The name and address of the incorporator is:

Kevin L. Deeb
2350 Coral Way
Suite 401
Miami, Florida 33145-3536

**ARTICLE VIII
DIRECTORS & OFFICERS**

The initial board of directors of the Corporation shall consist of ONE (1) member. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial directors of the first board of directors are:

Adam J. Tiktin
1041 W. Commercial Boulevard
Suite 101
Fort Lauderdale, Florida 33309

The initial directors shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

The initial Officers of the Corporation shall consist of President and Secretary. Changes in the number of officers of the corporations shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial officers are:

President: Adam Tiktin

Vice President: Adam Tiktin

Secretary: Adam Tiktin

Treasurer: Adam Tiktin

ARTICLE IX REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

2350 Coral Way
Suite 401
Miami, Florida 33145-3536

The name of the registered agent at such address is:

Kevin L. Deeb, Esquire

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.



Kevin L. Deeb, Esquire
Registered Agent's Signature

ARTICLE X PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the

Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE XI CORPORATE POWERS

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

ARTICLE XII BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XIII DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds 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 the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XV REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

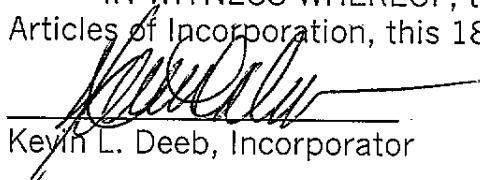
The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the

Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XVI
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 18th day of September, 2001.



Kevin L. Deeb, Incorporator

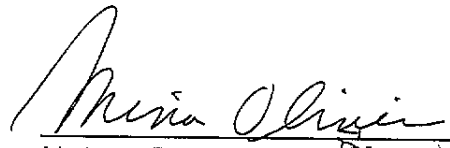
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

ON THIS 18th day of September, 2001, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared KEVIN L. DEEB, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained, and presented a Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.

My Commission Expires:





Notary Public
State of Florida

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01 SEP 20 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA