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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY - 1 AM 10:29

March 30, 2002

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*****78.75 *****78.75

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

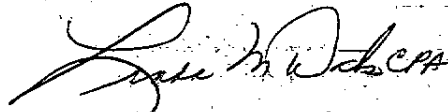
Subject: Powell Properties, Inc.

Dear Sirs:

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75 for filing fee and certificate. Please forward to:

Linda M. Watson, CPA
P.O. Box 291190
Port Orange, FL 32129

Very truly yours,


Linda M. Watson, CPA

F. GIESSEN MAY 7

**ARTICLES OF INCORPORATION
OF
Powell Properties, Inc..**

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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The undersigned incorporator hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **Powell Properties, Inc..** and it shall be hereinafter referred to as the "corporation".

ARTICLE II

The general purposes for which the corporation is initially organized are as follows:

- a. Any business activity authorized by the laws of the State of Florida.
- b. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1979) as amended.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares. These shares shall consist of one class only, and such class shall be known as "common stock" or "common shares" of the corporation. Each share will have a par value of \$1.00 per share.

ARTICLE IV

When a new issue of shares of the corporation is offered by it for sale in which the consideration to be paid for such shares is to be paid in cash, each existing shareholder shall have the preemptive right to purchase his pro-rata number of shares, or fractions thereof, at the price at which such newly issued shares are offered to other persons.

ARTICLE V

The street address of the corporation shall be : 117 Inlet Harbor Road, Ponce Inlet, FL 32127. The street address of the initial registered office of the corporation shall be 117 Inlet Harbor Road, Ponce Inlet, FL 32127. The name of the official registered agent (who shall be located at such registered office) shall be Don Powell . To signify acceptance of appointment as registered agent, the registered agent named in this Article has signed these Articles pursuant to 607.034, Florida Statutes.

ARTICLE VI

The number of directors who shall constitute the initial board of directors of the corporation shall be one (1). The name and street address of the person who is to serve as a member of the initial board of directors of the corporation shall be:

Name of Director		Address
Don Powell	President	117 Inlet Harbor Road Ponce Inlet, FL 32127

ARTICLE VII

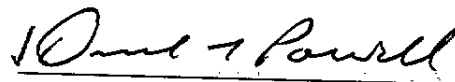
The name and address of each incorporator of the corporation is as follows:

Name of Incorporator	Address
Don Powell	117 Inlet Harbor Road Ponce Inlet, FL 32127

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person who is competent to contract under the laws of the State of Florida, by those present does hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation of:

Powell Properties, Inc..

and we request the Department of State to file these Articles, in accordance with Chapter 607, Florida Statutes; accordingly, the undersigned incorporator does hereunto set his hand and seal at Volusia County, Florida, this 16 day of April, 2002


As Incorporator


As Registered Agent

ACKNOWLEDGMENTS

STATE OF FLORIDA
COUNTY OF VOLUSIA

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 MAY - 1 AM 10:29

The foregoing Articles of Incorporation of **Powell Properties, Inc..** were acknowledged before me by Don Powell , this 16 day of April , 2002.



Karol L. Symonds
NOTARY PUBLIC, State of Florida
At large.

The foregoing Acceptance of Designation of Registered Agent of **Powell Properties, Inc..** was acknowledged before me by Don Powell , as Registered Agent, this 16 day of April, 2002



Karol L. Symonds
NOTARY PUBLIC, State of Florida
At large
My commission expires: 8/12/03