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LAW OFFICES

SAPURSTEIN & BLOCH, P.A.

9700 SOUTH DIXIE HIGHWAY
SUITE 1000
MIAMI, FLORIDA 33156
(305) 670-9500
FAX (305) 670-6900
SBLAWFIRM@AOL.COM

BERTRAM A. SAPURSTEIN
BRUCE E. BLOCH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -6 AM 11:01

May 3, 2002

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

PROTIVE DATE
4-29-02

Re: **POWERFUL INVESTMENTS, INC.**
Articles of Incorporation

200005462342--4
-05/06/02--01061--005
****157.50 *****78.75

Dear Secretary of State:

Enclosed please find original and one copy of Articles of Incorporation for Powerful Investments, Inc., together with our check in the amount of \$157.50 for the filing of same, with the copy to be returned to our office for our records.

If there is any question or delay in transmitting these Articles back to us, kindly call the undersigned as soon as possible.

Very truly yours,

SAPURSTEIN & BLOCH, P.A.

BRUCE E. BLOCH

BEB:jk
Enc.

H:\ARTCORP.LTR

F. GESSER MAY 9

**ARTICLES OF INCORPORATION
OF
POWERFUL INVESTMENTS, INC.**

ARTICLE I - NAME

EFFECTIVE DATE

4-29-02

The name of this corporation is Powerful Investments, Inc.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE
02 MAY - 6 AM 11:01

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 29 day of April, 2002; provided that such day is allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of stock shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
100	\$1.00	Common

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or the series as that which he already holds, 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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF PRINCIPAL/REGISTERED OFFICE</u>
Steve Petrosky	16452 Segovia Circle North Davie, Florida, 33331

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have the below-named directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial directors of this corporation shall be the Incorporators named below.

Bruce Popowski	17331 SW 140 Court Miami, Florida 33177
Steve Petrosky	16452 Segovia Circle North Davie, Florida 33331

ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Popowski	17331 SW 140 Court Miami, Florida 33177
Steve Petrosky	16452 Segovia Circle North Davie, Florida 33331

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

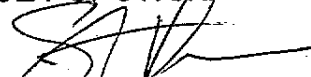
ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to his reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation as of this 29 day of April, 2002.



BRUCE POPOWSKI



STEVE PETROSKY

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

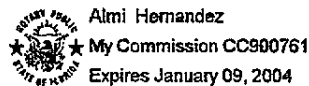
The foregoing Articles of Incorporation were executed and acknowledged before me this 29 day of April, 2002, by BRUCE POPOWSKI, as Incorporator.



NOTARY PUBLIC, State of Florida

My commission expires:

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

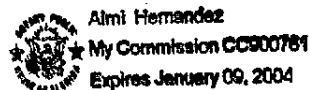


The foregoing Articles of Incorporation were executed and acknowledged before me this 29 day of April, 2002, by STEVE PATROSKY, as Incorporator.



NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for POWERFUL INVESTMENTS, INC., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 29th day of April, 2002.



STEVE PETROSKY

Prepared by:

Bruce E. Bloch, Esq.
Sapirstein & Bloch, P.A.
9700 South Dixie Highway
Suite 1000
Miami, FL 33156
305-670-9500

FILED
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