

PD2000052160

A & T Accounting and Taxes  
7098 Bonita Drive  
Miami Beach, Florida 33141  
(305) 868-5365

May 03, 2002

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

FILED  
02 MAY -6 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In Re: Incorporation of AAA POWER, INC.

Gentlemen:

Please file the aforesaid corporation and return said  
filed Articles and Resident Agent Form to:

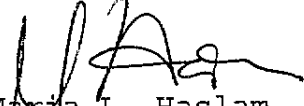
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7098 Bonita Drive  
Miami Beach, Florida 33141

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-05/06/02--01082--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Furthermore, please find herein enclosed the appropriate  
check for the filing fees together with the Articles of  
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do  
not hesitate to call us at (305) 868-5365 or write to us at  
the above styled address.

Sincerely yours,

  
Maria L. Haslam  
A & T Accounting and Taxes

mh/IT

cc: Archived

10/02

ARTICLES OF INCORPORATION

OF

AAA POWER, INC.

FILED

02 MAY -6 PM 4:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE

NAME

The name of the corporation is:

AAA POWER, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

- A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

- 1.) To engage in the business of all general merchandise store, more particularly in the vending machines industry, and all related goods and items;
- 2.) To engage in the business of wholesale and retail sales of any and all kind of goods and merchandise more particularly in any and all world markets, both in the United States and throughout the world. Furthermore, to engage in the wholesale and retail business of all commercial and personal lines of goods, commodities, optical lenses, cosmetics, clothes, shoes, accessories, fantasy jewelry, leather articles, purses, handbags & wallets of any kind, computers, commodities, durable goods, electrical parts and any and all other goods and merchandise of any kind and nature including food of any kind and nature;
- 3.) To engage in any business or enterprise arising from or in connection with the sale of all type of food, produce, meat, groceries, etc, wholesaler and retailer;
- 4.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 5.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;
- 6.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent,

broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

- 7.) And engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated;
- 8.) To act as a purchase agent, develop sales seminars, vending seminars, sales consulting, resale, retail and wholesale businesses, develop and coordinate trade shows and exhibitions act as a distributor and or fulfillment agent for all types of merchandise or products both durable and non-durable;
- 9.) And to engage in the any and all commercial or other lines of business or businesses as the corporation may deem advisable.

#### ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE  
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

DIANA V. WALCZAK  
19592 NW 82ND PLACE  
MIAMI, FLORIDA 33015

The corporate address and/or corporate headquarters shall be located at:

19592 NW 82ND PLACE  
MIAMI, FLORIDA 33015

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The name and address of the initial directors of the corporation is:

DIANA V. WALCZAK  
19592 NW 82ND PLACE  
MIAMI, FLORIDA 33015

ARTICLE SEVEN  
INCORPORATORS

The initial incorporators is as follows:

DIANA V. WALCZAK  
19592 NW 82ND PLACE  
MIAMI, FLORIDA 33015

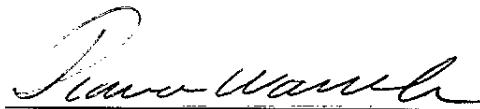
ARTICLE EIGHT  
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 3rd day of May, Two thousand and two (2002).

  
DIANA V. WALCZAK

STATE OF FLORIDA                    )  
  )     S.S.  
COUNTY OF MIAMI-DADE        )

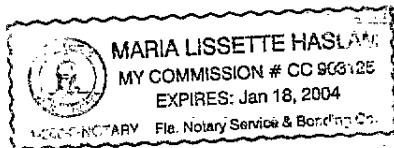
BEFORE ME, a Notary Public authorized to take  
acknowledgments in the State of Florida, County of  
Miami-Dade, and City of Miami Beach, personally appeared :

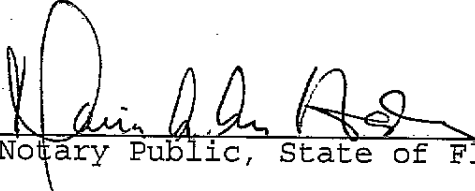
DIANA V. WALCZAK

Known to me and by me to be the persons who executed the  
foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 3rd day of May, two thousand and two (2002).

My commission expires:



  
Notary Public, State of Florida



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

FIRST--That AAA POWER, INC.  
is qualified to do business under the laws of the State of  
Florida with its principal office at 19592 NW 82ND PLACE,  
City of MIAMI, State of Florida, County of Miami-Dade, and  
has appointed DIANA V. WALCZAK as it's agent to accept  
Service of Process within this State and whose address is:  
19592 NW 82ND PLACE, MIAMI, FLORIDA 33015.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity and  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY:

*Diana Walczak*  
DIANA V. WALCZAK  
REGISTERED AGENT

FILED  
02 MAY -6 PM 4:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA