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SHORENSTEIN & LEWIS

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WILLIAM S. SHORENSTEIN (DEC'D. 1991)
MARVIN W. LEWIS
RICHARD C. LEWIS

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -8 PM 1:57

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May 6, 2002

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

Re: MACPOWER, INC.

Gentlemen:

Enclosed please find proposed Articles of Incorporation, Resident Agent Form, and my check in the amount of \$78.75 for the above captioned new Florida corporation. Please file the Articles of Incorporation and return one certified copy to me.

If there is any problem with this filing, please call me collect at the number shown above.

Very truly yours,

Marvin W. Lewis

Marvin W. Lewis

MWL:ckj
Encs.

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**ARTICLES OF INCORPORATION
OF
MACPOWER, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I NAME

The name of the corporation is MACPOWER, INC.

ARTICLE II DURATION

The term of existence of the corporation is perpetual.

ARTICLE III PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 4625 N.W. 99th, #201, Miami, Florida 33178. The mailing address of the corporation is the same.

ARTICLE V AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is One Million shares, all of which shall be common shares with par value of \$0.10 per share.

ARTICLE VI REGISTERED OFFICE

The street address of the initial registered office of the corporation is 4625 N.W. 99th, #201, Miami, Florida 33178, and the name of the initial registered agent at that address is Carlos De Lima.

ARTICLE VII INCORPORATORS

The name and address of the incorporators are:

Carlos De Lima	3653 Estepona Avenue Miami, Florida 33178
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ARTICLE VIII DIRECTORS

The initial board of directors of the corporation shall consist of one member. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the first board of directors is:

Carlos De Lima	3653 Estepona Avenue Miami, Florida 33178
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ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 6th day of May,
2002.



Carlos De Lima

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TALLAHASSEE, FLORIDA

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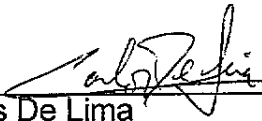
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MACPOWER, INC.
2. The name and address of the registered agent and office is:

Carlos De Lima
4625 N.W. 99th, #201
Miami, Florida 33178

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 I am familiar with and accept the obligations of my position as registered agent.



Carlos De Lima

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL