

LAURA ANTHONY
ATTORNEY AT LAW

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02 JUN 24 AM 8:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 18, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Mineral Horsepower, Inc.

600005934796--7
-06/24/02--01079--003
*****78.75 *****78.75

Sir/Madame:

Enclosed please find this firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) payable to the Florida Department of State together with an original and one copy of the Articles of Incorporation for the formation of Mineral Horsepower, Inc.

Very truly yours,

L E. Anthony
Laura E. Anthony, Esq.

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ARTICLES OF INCORPORATION

OF

MINERAL HORSEPOWER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MINERAL HORSEPOWER, INC.

The address of the principal office of this corporation shall be 1115 Highland Beach Drive, Highland Beach, Florida 33487 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value per share. Each common share shall entitle the holder thereof to one vote. No holder of the common shares shall be entitled to any right of cumulative voting.

ARTICLE IV. REGISTERED AGENT

The name and street address of the registered agent of the

corporation shall be DALE BRISSON, 1115 Highland Beach Drive, Highland Beach, Florida 33487.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Dale Brisson	1115 Highland Beach Drive Highland Beach, Florida 33487
Joseph Scivoletto	5309 N.W. 98 th Terrace Coral Springs, FL 33076

ARTICLE VII - DIRECTOR AND OFFICER INDEMNIFICATION

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, or is contacted by any governmental or regulatory body in connection with any investigation or inquiry by reason of the fact that such person is or was a director or executive officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or entity, shall be indemnified and held harmless by the corporation to the fullest extent authorized by law against all expense, liability and loss

(including attorneys fees, judgments, fines, taxes and penalties, and settlements). Indemnification shall continue as to an indemnity that has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnity's heirs, executors, and administrators. Indemnification shall only extend to matters initiated by the indemnity if such matter or proceeding was authority by the board of directors. All claims for indemnification shall be paid within sixty (60) days unless a longer period of time is agreed to in writing by the indemnity(ies). This indemnification right is not exclusive to other rights granted by law or agreement.

ARTICLE VIII - NAME OF INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: DALE BRISSON, 1115 Highland Beach Drive, Highland Beach, Florida 33487.

The undersigned incorporator has executed these Articles of Incorporation on June 18, 2002.

Dale Brisson
DALE BRISSON, Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Dale Brisson, an individual residing in this state, having a business office located at 1115 Highland Beach Drive, Highland Beach, Florida 33487, identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MINERAL HORSEPOWER, INC.

Dale Brisson is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Date: June 18, 2002

BY: Dale Brisson
Dale Brisson