

PO2000099837

Larsh Accounting Services

Independent Accountants

September 11, 2002

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

800007728578--3
-09/13/02-01031-020
*****78.75 *****78.75

RE: TITAN POWER GROUP, INC.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation and a check in the amount of \$78.75. Kindly return the certified copy and address all further communications to:

Martin T. Pettit
13499 Biscayne Boulevard, #1705
North Miami, Florida 33181
Tel.: (305) 696 - 3491

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2002 SEP 13 PM 1:36
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Sincerely yours,


Martin T. Pettit, J.D.

MTP/s

Encls.

09-16-02

ARTICLES OF INCORPORATION
OF
TITAN POWER GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the corporation shall be:

TITAN POWER GROUP, INC.

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

**1802 - 102 North University Drive
Plantation, Florida 33322**

ARTICLE III. - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE IV. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:


**Ernie A. Francis
1802 – 102 North University Drive
Plantation, Florida 33322**

ARTICLE V. - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Ernie A. Francis
1802 – 102 North University Drive
Plantation, Florida 33322**


The undersigned has executed these Articles of Incorporation this 15th day of August 2002.


**ERNIE A. FRANCIS
PRESIDENT**

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: **TITAN POWER GROUP, INC..**
2. The name and address of the registered agent and office is: **Ernie A. Francis 1802 – 102 North University Drive, Plantation, Florida 33322.**



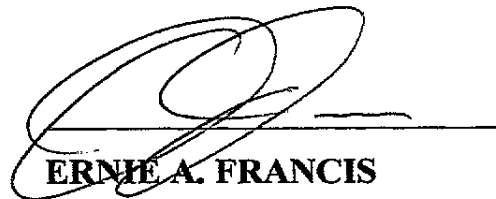
ERNIE A. FRANCIS

PRESIDENT

AUGUST 15th, 2002

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STATE
TALLAHASSEE FLORIDA

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 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.

A handwritten signature in dark ink, consisting of a large, stylized 'E' followed by 'A. FRANCIS'. The signature is written over a horizontal line.

ERNIE A. FRANCIS

August 15th, 2002