

(SAMPLE LETTER OF TRANSMITTAL)

DATE July 11, 2003

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

Re: Powers Enterprises, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.



Russell M. Powers
(Individual's Name)

Powers Enterprises, Inc.
(Name of Corporation)

| | | |
|--------------------------------|----------|------|
| MAILING ADDRESS OF CORPORATION | | |
| 17508 Oxenham Avenue | | |
| Spring Hill, Florida 34610 | | |
| PHONE | | |
| (727) | 856-2403 | Ext. |
| Area Code | Number | |

ARTICLES OF INCORPORATION

of

Powers Enterprises, Inc.

(name of corporation)

FILED

03 JUL 14 PM 3: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Powers Enterprises, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

Seven Thousand Five Hundred (7,500)

The corporation is authorized to issue _____ shares of common stock, par value \$ **1.00** per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

| | | | |
|-------------------------------|----------------------------|---------|------------------|
| STREET ADDRESS | 1750 Oxenham Avenue | | |
| CITY | Spring Hill | FLORIDA | ZIP 34610 |
| Mailing address, if different | | | |
| STREET ADDRESS | Same as above | | |
| CITY | | FLORIDA | ZIP |

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

| | | | |
|---------|-----------------------------|---------|------------------|
| NAME | Russell M. Powers | | |
| ADDRESS | 17508 Oxenham Avenue | | |
| CITY | Spring Hill | FLORIDA | ZIP 34610 |

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:


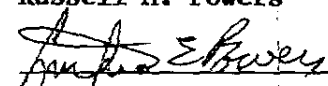
| | | | |
|---------|-----------------------------|-------|---------------------------------|
| NAME | Russell M. Powers | | |
| ADDRESS | 17508 Oxenham Avenue | | |
| CITY | Spring Hill | STATE | Florida ZIP 34610 |
| NAME | Cynthia E. Powers | | |
| ADDRESS | 17508 Oxenham Avenue | | |
| CITY | Spring Hill | STATE | Florida ZIP 34610 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | | |
|---------|-----------------------------|-------|---------------------------------|
| NAME | Russell M. Powers | | |
| ADDRESS | 17508 Oxenham Avenue | | |
| CITY | Spring Hill | STATE | Florida ZIP 34610 |
| NAME | Cynthia E. Powers | | |
| ADDRESS | 17508 Oxenham Avenue | | |
| CITY | Spring Hill | STATE | Florida ZIP 34610 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

The undersigned incorporator(s) have executed these Articles of Incorporation this 11th day of July, 2003.

 (Signature)
Russell M. Powers
 (Signature)
Cynthia E. Powers
 _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
03 JUL 14 PM 3: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Powers Enterprises, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 17508 Oxenham Avenue

Spring Hill, Florida 34610

has named Russell M. Powers

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.


(Signature)

Russell M. Powers

July 11, 2003

(Date)