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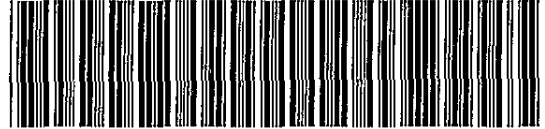
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2004 APR 15 P 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. AC/DC MARINE ELECTRIC, INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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ARTICLES OF INCORPORATION
OF
AC/DC MARINE ELECTRIC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under laws of the State of Florida, hereby certify as follow:

I

The name of the proposed corporation is :

AC/DC MARINE ELECTRIC, INC.

II

The corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

III

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be:

FIVE HUNDRED (500) SHARES AT \$ 1.00 PAR VALUE

IV

This corporation shall have perpetual existence beginning on the date of incorporation.

V

The principal business office of the Corporation shall be at:

12954 SOUTHWEST 213 TERRACE
MIAMI,FL 33177

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, or countries, as may, from time to time, be authorized by its Board of Directors.

VI

The initial registered office address of this Corporation shall be:

12954 SOUTHWEST 213 TERRACE
MIAMI, FL 33177

And, the Registered Agent at such registered address is:

JOSE M. ROUCO

VII

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in the By-laws of this Corporation, and a majority thereof shall constitute a quorum from the transaction of all business.

VIII

The name and street address of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-laws of this Corporation and the laws of the state of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified are:

NAME

ADDRESS

JOSE M. ROUCO

12954 SOUTHWEST 213 TERRACE
MIAMI, FL 33177

IX

The name and street address of each incorporate is:

NAME	ADDRESS
JOSE M. ROUCO	12954 SOUTHWEST 213 TERRACE MIAMI,FL 33177

X

The By-laws of this Corporation may be created, amended, or changed by either the stockholders or the Directors at any regular or duly scheduled special meeting.

XI

This Corporation shall have, in addition to a President, Vice President, Secretary, and or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-laws.

XII

All, officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices.

XIII

Every person who now is or hereafter shall become a Director of this Corporation shall be indemnified by the Corporation against all costs and expenses (including attorney's fees) hereafter reasonable incurred by or imposed upon him in connection with or resulting from any action,

Suit or proceedings of whatever nature, to which he is or shall be made part by reason of his being or having been a director of the Corporation whether or not he is a Director of the Corporation at the time he is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally been derelict in the performance of the duties imposed upon him as such director. The right of the indemnification herein provided shall not be exclusive of the other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledge this Articles of Incorporation this April day of 14, 2004.



JOSE M. ROUCO
PRESIDENT/SECRETARY/TREASURER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING RESIDENT AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said ACT:

THAT: AC/DC MARINE ELECTRIC, INC.

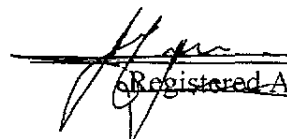
desiring to organize under the laws of the State of Florida, with its principal office as indicated
in the Certificate of Incorporation, at City of Miami, County of Dade , State of Florida, has
named:

JOSE M. ROUCO
12954 SOUTHWEST 213 TERRACE
MIAMI, FL 33177

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT BY DESIGNATED AGENT

having been named to accept service of process for the above stated corporation, at the place
designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.


Registered Agent