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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.
powered, inc.

Certificate of Status	0
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(S.P.)

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ARTICLES OF INCORPORATION OF
POWERED, INC.

ARTICLE I - NAME

The name of this Corporation shall be: PowerEd, Inc.

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE II - PURPOSE

This corporation is being operated for the purpose of conducting any business authorized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation shall have the authority to issue one hundred (100) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rate share thereof (as nearly as may be done without the issuance of fractional share thereof (as nearly as may be done without the issuance of fractional shares) at a price at which shares are offered to others.

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ARTICLE VI – TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge or encumber, transfer or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

A. These Shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation. A copy of which is on file at this Corporation's Principal office.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The number of directors on this corporation is Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of each individual who shall serve as the members of the initial Board of Directors are:

Gina Powers – 336 Fern Drive, Weston, FL 33326
Jamie Edwards – 895 NW 208th Way, Pembroke Pines, FL 33029

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee or agent, to the full extent permitted by law.

ARTICLE IX – PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the corporation's principal office is: 336 Fern Drive, Weston, Florida 33326.

The address of this corporation's initial registered office shall be: 336 Fern Drive, Weston, Florida 33326.

The name of the individual who shall serve as this corporation's initial registered agent at the address is: Gina Powers.

ARTICLE X INCORPORATOR

The name and address of the individual who shall serve as the corporation's incorporator is: Gina Powers, 336 Fern Drive, Weston, Florida 33326.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments thereto. Any rights conferred upon the shareholders shall be the subject to this reservation.

TOTAL P.05


GINA POWERS, Incorporator of
POWERED, INC.

I, GINA POWERS, accept my designation as resident agent and agree to serve as the resident agent of POWERED, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for POWERED, INC.


GINA POWERS, Registered Agent of
POWERED, INC.

STATE OF FLORIDA

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ss:

COUNTY OF BROWARD

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The foregoing instrument was acknowledged before me this 14th day of June, 2004, as the individual who shall serve as this corporation's incorporator and initial registered agent and who has produced a current driver's license as identification or who is personally known to me and did take an oath.

(Signature of Notary Public)

(Printed name of Notary Public)

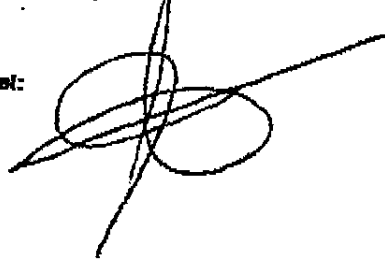
Notary Public. Serial Number (if any):

My commission expires:



Jeffrey M. Ostrow
Commission # DD038423
Expires March 8, 2006
Bonded Through
Atlantic Bonding Co., Inc.

Seal:



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Taylor Hodkin Kopelowitz & Ostrow, P.A.
360 East Las Olas Boulevard, Suite 1440, Fort Lauderdale, Florida 33301
Jeffrey M. Ostrow, Esquire-Florida Bar Number: 121452