

P04000128586

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

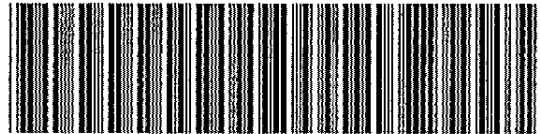
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600040293146

08/24/04--01007--009 **137.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 SEP -9 PM 4:29

m/64-32289

DB 9/10



Arthur Rubin, E.A.P.A.

9949 CLEAR LAKE CIRCLE, NAPLES, FLORIDA 34109

BUSINESS & TAX ADVISORS

TELEPHONE (239) 594-1200

FACSIMILE (239) 594-9422

info@businessadvisors.biz

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

August 16, 2004

Subject: POWERHEAD, INC
F03000005739
FEI 752741505

CERTIFICATE OF DOMESTICATION	\$50.00
ARTICLES OF INCORPORATION	\$78.75
CERTIFICATE OF STATUS	\$ 8.75

ENCLOSED IS OUR PAYMENT IN THE AMOUNT OF \$137.50 ON BEHALF OF
THE CLIENT POWERHEAD, INC.

APPROVED BY

JOHN BODY,

PRESIDENT AND DIRECTOR

Sincerely,

Arthur Rubin
Arthur Rubin EA PA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 26, 2004

ARTHUR RUBIN, EA, P.A.
9949 CLEAR LAKE CIRCLE
NAPLES, FL 34109

SUBJECT: POWERHEAD INC
Ref. Number: W04000032289

We have received your document for POWERHEAD INC and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You need to delete article XIII, You can't request an effective date in this document, they are effective the date they became incorporated in the state they are coming from. You can't date these Articles of Domestication ahead either. You have them dated for November and its not November yet. They need a current date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 604A00051986

CERTIFICATE OF DOMESTICATION

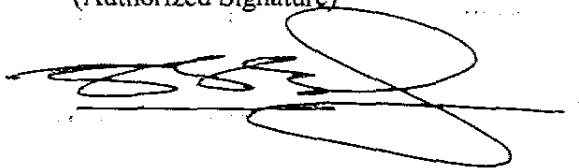
The undersigned, John Body, President of POWERHEAD, INC. a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 SEP -9 PM 4:29

1. The date on which corporation was first formed was December 11, 1997.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was POWERHEAD, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is POWERHEAD, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am John Body, president of POWERHEAD, INC. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 16th day of August 2004.

(Authorized Signature)

A handwritten signature in black ink, appearing to be "John Body", written over a horizontal line.

SECRETARY
DIVISION
04 SEP -9 PM 4:43

ARTICLES OF INCORPORATION
OF
POWERHEAD INC

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

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be: POWERHEAD INC

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall 215 4th Street N, Naples, FL 34102.

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand Shares (1,000), of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

ARTICLE IV
BOARD OF DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws.

ARTICLE V
DURATION

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI
PURPOSE

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII
BY-LAWS

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors of the shareholders in the manner provided in the By-Laws.

ARTICLE VIII
CONTRACTS WITH DIRECTORS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction.

ARTICLE IX
SHAREHOLDERS' PROPERTY

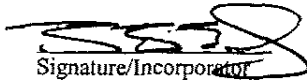
The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify and insure its officers and directors to the fullest extent permitted bylaw either now or hereafter.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation JOHN BODY, 215 4th Street N, Naples, FL 34102.


Signature/Incorporator

8-11-04
Date

ARTICLE XII
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent are JOHN BODY, 215 4th Street N, Naples, FL 34102.

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 here by 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 /Registered Agent

8-11-04
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 SEP -9 PM 4:29