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APPROVED
AND
FILED
05 JAN 26 PM 3: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE PowerHouse Consulting Group, Incorporated**

I

The name of the Corporation shall be PowerHouse Consulting Group, Incorporated.

II

The Corporation shall be organized pursuant to the provisions of the Florida Business Corporation Code.

III

The Corporation shall have perpetual duration.

IV

The Corporation shall be organized for profit and for any lawful purpose and business not specifically prohibited to corporations under the applicable laws of the state of Florida, including but not limited to (i) motivational and financial consulting (ii)engaging in financial brokering and investment, banking (ii) building financial institutions; creating, designing, distributing and promoting financial products (insurance, credit cards, stocks, bonds) , commercial or other mediation services, as consultants or otherwise, for its own account or for others, (ii) acquiring, owning, developing, improving, leasing, using and dealing in and with real and personal property, of all kinds whether tangible or intangible, and any interest therein, wherever situated, importing and exporting goods and services both foreign and domestic (iii) providing services of all kinds, and (iv) engaging any activities related to or in any way arising from, any of the foregoing purposes.

V

The aggregate number of shares of common stock that the Corporate shall have authority to issue is 10,000 shares of common stock with par value of \$1.00 per share.

VI

The Corporation shall not commence business until it shall have received not less than Five Hundred Dollars (\$500.00) in payment for issuance of shares.

VII

Subject to the Florida Business Corporation Code, the Board of Directors of the Corporation may, from time to time, at its discretion, distribute a portion of its assets, in cash or property, to its holders of common or preferred stock out of the capital surplus of the Corporation.

VIII

The Corporation upon the adoption of a resolution by its Board of Directors, may purchase its shares out its unreserved and restricted capital surplus available therefore.

IX

Pursuant and subject to the Florida Business Corporation Code, any action required to be taken at a meeting of the shareholders of the Corporation or any action which maybe taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action to be taken, is signed by those persons who would be entitled to vote at a meeting those shares having voting power to cast not less than minimum number (or numbers, in case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting which all shares entitle to vote were present and voted.

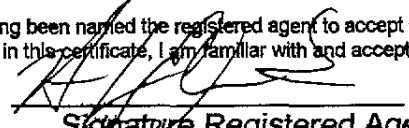
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The initial registered office and mailing address of the corporation shall be 1251 Hart St., Jacksonville, Florida 32209. The initial registered agent of the Corporation at such address shall be Huely Edwards.

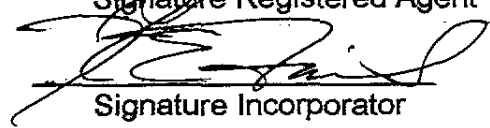
XI

The name and address of the Incorporator is Ramonda E. Fields of 2909 St. John Ave., Jacksonville, Florida 32205.

Having been named the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature Registered Agent

1/15/05
Date


Signature Incorporator

1/15/05
Date