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05 APR -4 PM 2:00-4
TALLAHASSEE, FLORIDA
04/05/05

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05 APR -4 PM 2:00
TALLAHASSEE, FLORIDA
04/05/05

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. TORO POWER INC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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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

ARTICLES OF INCORPORATION
OF

FILED
05 APR - 4 PM 2:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be:

TORO POWER INC

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

902 SW CURTIS ST

PORT ST LUCIE FL 34983-1906

ARTICLES III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 @ \$1.00 EACH ONE

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ADALBERTO MERCADO
902 SW CURTIS ST
PORT ST LUCIE FL 34983-1906

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(s) of the incorporator(s) to these Articles of incorporation is(are):

ADALBERTO MERCADO
902 SW CURTIS ST
PORT ST LUCIE, FL 34983-1906
AS: PRESIDENT 50%
ANGEL LUIS GONZALEZ
12401 W OKEECHOBEE RD-LOT 191
HIALEAH GARDENS FL 33018
AS: VICE-PRESIDENT 50%

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this:

1st day of APRIL 20 05


Signature


Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Status, this undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is TORO POWER INC

2. The name and address of the registered agent and office is:

ADALBERTO MERCADO

(NAME)

902 SW CURTIS ST

(P. O. BOX NOT ACCEPTABLE)

PORT ST LUCIE FL 34983-1906

(CITY/STATE/ZIP CODE)

FILED
05 APR -4 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Adalberto Mercado

DATE

APRIL 1st/2005