

POS 000115992

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000199452 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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.

r power holdings, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

2005 AUG 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED

2005 AUG 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H050001994

(6)

ARTICLES OF INCORPORATION
OF
R POWER HOLDINGS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be R Power Holdings, Inc. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The General nature of the business to be transacted by the corporation shall be that provided below:

a) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copy rights of the United States or other countries, to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sale, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other state, nation, country or government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

b) To loan money on real estate and personal property.

c) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.

d) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold, and re-issue any of the shares of its capital stock.

H05000199452

e) To act as Trustee for any form of property, claim or right.

f) To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

g) To do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation; and, generally, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental, to the accomplishment or furtherance of such purposes or objects of this corporation.

h) To perform arbitrations, mediation and settlement disputes.

ARTICLE III

The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The principal office and mailing address of this corporation will be

1510 Bay Rd
Apt # 504
Miami Beach, Fl 33139

ARTICLE V

The name and address of the initial registered agent is:

Name: Flavio Rossato
Address: 1510 Bay Rd
Apt # 504
Miami Beach, Fl 33139

ARTICLE VI

The corporation shall have two directors and officers initially. The number of directors or officers may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and address of the initial directors are:

Title: Director/President
Name: Flavio Rossato
1510 Bay Rd
Apt # 504
Miami Beach, Fl 33139

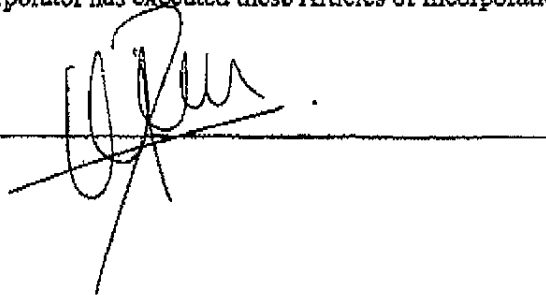
Title: Director/Vice President
Name: Alejandro Rakover
1510 Bay Rd
Apt # 504
Miami Beach, Fl 33139

ARTICLE VII

The name and street address of the first incorporator of these Articles of Incorporation is:

Name: Flavio Rossato
Address: 1510 Bay Rd
Apt # 504
Miami Beach, Fl 33139

The undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 2005.

A handwritten signature in black ink, appearing to read 'Flavio Rossato', is written over a solid horizontal line. The signature is stylized with a large initial 'F' and a long, sweeping underline that extends to the right.

HD5000199452

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
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.

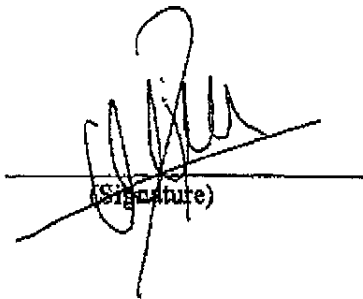
1. The name of the corporation is:

R Power Holdings, Inc.

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

Flavio Rossato
1510 Bay Rd
Apt # 504
Miami Beach, Fl 33139

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)

08/19/05
Date

2005 AUG 19 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

HD5000199452