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06 MAY 15 AM 7:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/18/06

COVER LETTER

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06 MAY 15 AM 7:58

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

RHINO POWER SYSTEMS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy
CHECK # 24588

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

CHARLES R. MITCHELL

Name (Printed or typed)

11717 UNICORN ROAD

Address

TAMPA, FLORIDA 33637

City, State & Zip

(813) 985-2642

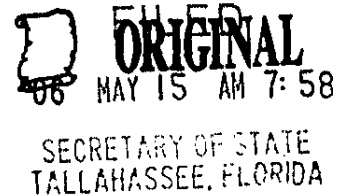
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

RHINO POWER SYSTEMS, INC.



The undersigned subscriber to these articles of incorporation, a Florida Corporation competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: RHINO POWER SYSTEMS, INC.

ARTICLE II. PRINCIPLE OFFICE

The initial post office address of the principle office of this corporation in the State of Florida is as follows:

RHINO POWER SYSTEMS, INC.
11717 Unicorn Road
Tampa, Florida 33637

ARTICLE III. PURPOSE

The general nature of the business to be transacted by this corporation is: To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every kind, class and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative, fraternal benefit society, state fair or exposition.

ARTICLE IV. SHARES

The number of shares of stock is: Five Hundred (500) shares of stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE V. SUCSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation, the number of shares of stock he agrees to take and the value of the consideration therefore is:

BOB MITCHELL ASSOCIATES, INC.
11717 Unicorn Road
Tampa, Florida 33637

Shares
500

Consideration
\$ 500.00

ARTICLE VI. INITIAL OFFICERS AND/OR DIRECTORS

This corporation shall have two (2) initial directors and they are as follows:

President: Charles R. Mitchell
11745 Unicorn Road
Tampa, Florida 33637

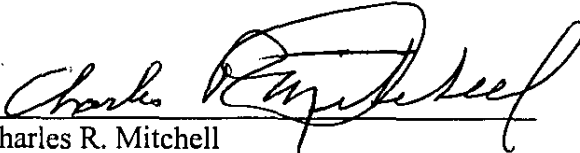
Vice President: Margaret Mitchell
11745 Unicorn Road
Tampa, Florida 33637

ARTICLE VII. REGISTERED AGENT

The name and street address of the registered agent is:

Charles R. Mitchell 11745 Unicorn Road Tampa, Florida 33637

I, Charles R. Mitchell hereby accept being named the registered agent.

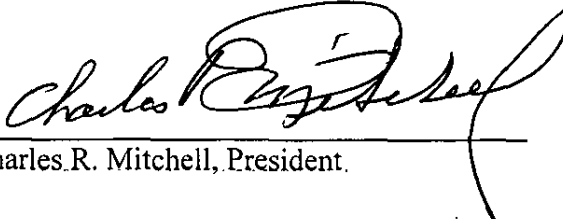

Charles R. Mitchell

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is:

BOB MITCHELL ASSOCIATES, INC.
11717 Unicorn Road
Tampa, Florida 33637

I, Charles R. Mitchell, President of Bob Mitchell Associates, Inc. accept being the above named incorporator.


Charles R. Mitchell, President.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

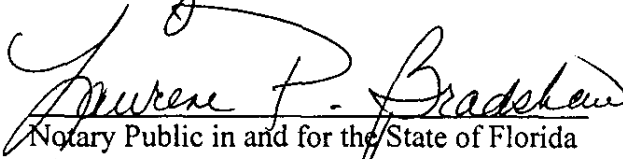
ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Director or Board of Directors, proposed by him or them to the stock holders, and approved at a stockholder's meeting by a majority of the stock entitles to vote thereon, unless the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, a Notary Public duly authorized in the State and county named above to take acknowledgements, personally appeared CHARLES R. MITCHELL, to me known to be the president of BOB MITCHELL ASSOCIATES, INC. and described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

Personally known to me and signed
And sworn to before me this 11th day of
May 20 06.


Notary Public in and for the State of Florida
Hillsborough County



Laurene P. Bradshaw
MY COMMISSION # DD127950 - EXPIRES
July 6, 2006
BONDED THRU TROY FAIN INSURANCE, INC.