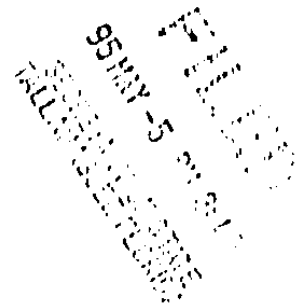


P95000036404

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



RE: MIKE POWELL ENTERPRISES, INC.

Enclosed, please find an original and (1) copy of the articles of incorporation for the above corporation and a money order in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above corporation.

Very truly yours,

Michael Powell
(407) 274-0128

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****122.50 ****122.50

5/5/8

ARTICLES OF INCORPORATION
OF
MIKE POWELL ENTERPRISES, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be MIKE POWELL ENTERPRISES, INC.

ARTICLE II

CORPORATE DOMICILE

The principal corporate domicile shall be 185 N.E. 5th Avenue #5, Delray Beach, Florida 33483.

ARTICLE III

NATURE OF BUSINESS

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To do all such activities and engage in all such transactions as are necessary to operate a service business.

2. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporations Act or engage in any other trade of business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

1. The aggregate number of shares which the Corporation is authorized to issue is: ONE THOUSAND (1,000). Said shares shall be authorized as common stock and shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

2. All of said stock shall be paid for in cash, patents, stocks, notes, accounts, claims, real estate or other property but not labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) director. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of MICHAEL POWELL whose address is 185 N.E. 5th Avenue #5, Delray Beach, Florida 33483.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is MICHAEL POWELL whose address is 185 N.E. 5th Avenue, Delray Beach, Florida 33483.

ARTICLE VIII

INITIAL REGISTERED AGENT

AND OFFICE OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 185 N.E. 5th Avenue, Delray Beach, Florida 33483. The name of the initial Registered Agent at such address is MICHAEL POWELL.

ARTICLE IX

SHAREHOLDER'S MANAGEMENT POWERS

All corporate powers shall be exercised by or under the authority of, and business affairs of the Corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, the undersigned incorporator has executed these Articles of Incorporation this 27 day of April, 1995.

Michael B. Powell
MICHAEL POWELL

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 27 day of April, 1995, personally appeared before me, MICHAEL POWELL and he acknowledged before me that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.

Jerry Carstensen
Notary Public, State of Florida at Large

(NOTARY SEAL)

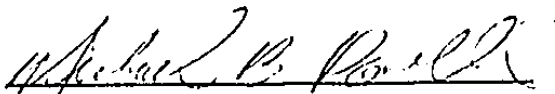
Notary Public
State of Florida at Large
My Commission Expires:
October 8, 1995

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is set forth in compliance with said statute:

First: that MIKE POWELL ENTERPRISES, INC. is desiring to organize under the Laws of the State of Florida with its principal office as set forth in the Articles of Incorporation, has named MICHAEL POWELL, of 185 N.E. 5th Avenue, Delray Beach, Florida 33483, as its Agent to Accept Service of Process for the Corporation within the State of Florida.

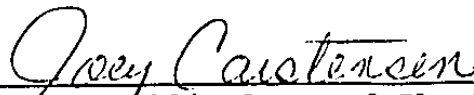
Second: Having been named to Accept Service of Process for the above-named Corporation at the place designated in this certification, I hereby accept to act in this capacity and agree to comply with the provisions of the above Statute relative to keeping open said office.


MICHAEL POWELL
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 27 day of
April, 1995, A.D.


Notary Public, State of Florida at Large

(NOTARY SEAL)

Notary Public
State of Florida at Large
My Commission Expires:
October 8, 1995