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P.B.R.

Requestor's Name

Address

City

State

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Phone

VALUATION ONLY

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95 JUN -6 AM 11:

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN -6 PM 3:34

FILED

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CORPORATION(S) NAME

POWERHOUSE DESIGN & MARKETING
INC



EMPIRE

Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
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Acknowledgment
W.P. Verifier

REPRINTED COPY

F. CHESSEY JUN 6 1995

ARTICLES OF INCORPORATION

OF

POWERHOUSE DESIGN & MARKETING, INC.

ARTICLE I - NAME

The name of this corporation is POWERHOUSE
MARKETING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State, including but not limited to the design and production of commercial marketing and sales literature.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share having the par value of One Dollar (\$1.00).

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of the corporation is 98 S.W. 12th Avenue, Boca Raton, FL 33486.

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TALLAHASSEE, FLORIDA

ARTICLE VI - REGISTERED OFFICE

The initial registered office of this corporation is 200 East Palmetto Park Road, Suite 101, Boca Raton, FL 33432. The name of the initial registered agent at that address is William McCarthy, Esq.

ARTICLE VII - DIRECTORS

The corporation shall have two (2) directors initially; whose name and addresses are as follows:

James P. Mahon
98 S.W. 12th Ave.
Boca Raton, FL 33486

Emer Byrne
98 S.W. 12th Ave.
Boca Raton, FL 33486

ARTICLE VIII - SUBSCRIBER

The name and street address of the incorporator of this corporation is as follows:

William McCarthy, Esq.
200 E. Palmetto Park Rd., Ste. 101
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed the foregoing Articles of Incorporation this 26th day of May, 1995.


William McCarthy

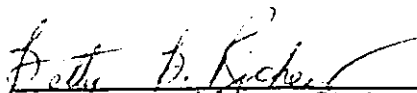
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of May, 1995 by William McCarthy, who is personally known to me.



BETTY B. RICHEY
MY COMMISSION # 0038703 EXPIRES
JULY 17, 1994
BONDED THIRD PARTY FINANCIAL, INC.


Notary Public State of
Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT REGISTERED OFFICE

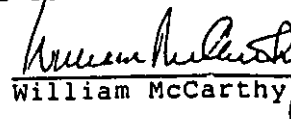
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is POWERHOUSE DESIGN & MARKETING, INC.

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

William McCarthy, Esq.
200 East Palmetto Park Road, #101
Boca Raton, FL 33432

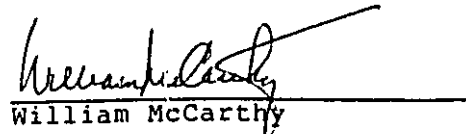
5/26/95
Dated


William McCarthy

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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.

5/26/95
Date


William McCarthy