

09/01/95

4:17

FAS-T CORP. AGENTS, INC.

(305) 599-0839

P. 00

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8/31/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GRINES STREET

MIAMI FL 33166-

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8-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: F.O.W.E.R. MARKETING NETWORK, INC.

FAX AUDIT NUMBER: H95000009720

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/31/1995

TIME REQUESTED: 15:52:43

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15
95 SEP -1 PM 2: 15

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ARTICLES OF INCORPORATION
OF

P.O.W.E.R. MARKETING NETWORK, INC.

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95 SEP -1 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: P.O.W.E.R. MARKETING NETWORK, INC.

The principal place of business of this corporation shall be: 2500 N.W. 79th Ave., Suite 200
Miami, FL 33122

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares No par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President:	Duane Hopson	2500 NW 79 Ave., Suite 200 Miami, FL 33122
V/President:	Arturo L. Rodriguez	2500 NW 79 Ave., Suite 200 Miami, FL 33122
V/President:	Mary Dockery	2500 NW 79 Ave., Suite 200 Miami, FL 33122
V/President:	Raul Martinez	2500 NW 79 Ave., Suite 200 Miami, FL 33122
V/President:	Gregory Gomez	2500 NW 79 Ave., Suite 200 Miami, FL 33122
Treasurer:	Anthony R. Gomez	2500 NW 79 Ave., Suite 200 Miami, FL 33122
Secretary:	Alex Montes de Oca	2500 NW 79 Ave., Suite 200 Miami, FL 33122

Prepared by: Marci Diaz
2500 NW 79 Ave., Suite 200
Miami, FL 33122
(305) 477-0126

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ARTICLE VI INCORPORATOR(S)

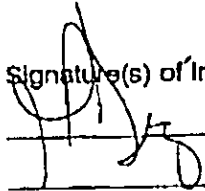
The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Marcí Diaz

2500 NW 79 Ave., Suite 200
Miami, FL 33122

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 31st day of August, 1995

Signature(s) of Incorporator(s)



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

Pursuant to the provisions of Section 607.325, 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: P.O.K.E.R. MARKETING NETWORK, INC.

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

Anthony R. Gomez
(P.O. BOX NOT ACCEPTABLE)

2500 N.W. 79 Avenue, Suite 200 Miami, FL 33122
(CITY/STATE/ZIP)

SIGNATURE

TITLE V/PresidentDATE 8/31/1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE 8/31/1995

REGISTERED AGENT FILING FEE:

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