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STATE OF FLORIDA SUITE 200
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TALLAHASSEE, FL 32303 CONTACT: RAY STORMONT
FAX: (904) 972-1400 PHONE: (306) 541-3584
FAX: (306) 541-3770

(((H96000001819))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: POWERHOUSE REAL ESTATE INC.
FAX AUDIT NUMBER: H96000001819 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

Powerhouse REAL Estate Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Powerhouse. REAL ESTATE INC

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

42 N.W. 27 AVE #323

MIAMI, FL 33125

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

Prepared by

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JORGE ARECES FLA BAR NO. 796514

782 NW LESEUNE RD. #440

MIAMI, FL 33126 (305) 447-4622

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TALLAHASSEE, FLORIDA

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of ONE DOLLAR.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

JOSE DIAZ
42 NW 27 AVE #323
MIAMI FL 33125

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

JOSE DIAZ
42 NW 27 AVE. #323
MIAMI, FL 33125

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ARTICLE VIII

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

JOSE DIAZ
42 NW 27 AVE #323
MIAMI FL 33125

The undersigned has executed these Articles of Incorporation this 2 day of February, 1995.


Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statute's, 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.

First that Powerhouse Real Estate Inc.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of
incorporation has named JOSE DIAZ
(Name of Registered Agent)
located at 42 NW 27 AVE #323
(PO BOX not Acceptable)
city of Miami, County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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



Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VILA & PADRON, P.A.

CARLOS H. PADRON
ANA SOUZA VILA
OSCAR J. VILA, III

OF COUNSEL
OSCAR VILA MASOT, Ph.D.,
*ADMITTED TO PRACTICE LAW
IN VENEZUELA

338 MINORCA AVENUE
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 461-4888
FACSIMILE (305) 461-0261

September 17, 1997

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida

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*****35.00 *****35.00

Re: Powerhouse Real Estate, Inc.

Gentlemen:

Enclosed herewith please find:

- a) Original and one copy of the Articles of Amendment of Powerhouse Real Estate, Inc.
- b) Copy of the Waiver and Minutes of Special Meeting of Directors.
- c) Our check for \$35 to cover your fees.

After the Amendment has been filed, please remit to us a copy with the recording information.

Thanking you for your attention to this matter, I remain

Sincerely yours,

Alicia Bryans
Alicia Bryans, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encls.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POWERHOUSE REAL ESTATE, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted:
Change Corporate Name to:

POWERHOUSE REAL ESTATE CORPORATION

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: AUGUST 25, 1997.

FOURTH: Adoption of Amendment(s)

☒ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately) on the amendment(s).

The number of votes cast for the amendment(s) was/were sufficient for approval by _____.

Signed this 25 day of AUG-95, 1997.

Signature _____

MANUEL J. GOBERNA, President

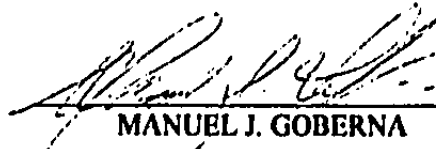
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WAIVER OF NOTICE OF SPECIAL MEETING OF DIRECTORS OF
POWERHOUSE REAL ESTATE, INC.**

We, the undersigned, being the sole Directors of POWERHOUSE REAL ESTATE, INC., do hereby waive all notice of the Special Meeting of Directors and do consent that the 25th day of August, 1997, at 3:00 P.M. be and the same is hereby fixed as the time, and the office of the corporation located at 2500 N.W. 79th Avenue, Suite 210, Miami, Florida, as the place for holding same, for the purpose of amending the Articles of Incorporation by changing the name of the corporation to Powerhouse Real Estate Corporation and for any other lawful business as may come before the meeting.

DATED this 25th day of August, 1997.



MANUEL J. GOBERNA



HAYMEE J. PRIETO