

P9 60000048425

TRANSMITTAL LETTER

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

0000001851020  
06/04/96--01175--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Energize, Inc

(Proposed corporate name - must include suffix)

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

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**Additional Copy Required**

FROM: John Persons McHenry

Name (printed or typed)

9927 NW 49 TERRACE

Address

Miami, FL 33178-1920

City, State & Zip

305-594-2099

Daytime Telephone number

FILED

96 JUN -3 PM 4:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL JUN - 6 1996.

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

ARTICLES OF INCORPORATION OF ENERGIZE, INC.

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ARTICLE I: NAME

The name of this Corporation is Energize, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II: NATURE OF BUSINESS

This Corporation is being formed for the following purpose:  
To conduct any and all business activities permitted by the laws of  
the state of Florida.

To generally have and exercise all powers, rights, and privileges  
necessary and incident to carrying out properly the objects herein  
mentioned.

To carry on any other lawful business and to do any and everything  
necessary, suitable, convenient or proper for the accomplishment of  
any of the purposes or the attainment of any or all of the objects  
hereinbefore enumerated or incidental to the purposes and powers  
herein named or for the enhancement of the value of the property of  
the corporation or which at any time appear conducive thereto or  
expedient.

ARTICLE III: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner  
dissolved in accordance with the laws of the State of Florida. The  
date on which corporate existence shall begin is the date on which  
these Articles of Incorporation are filed with the Secretary of  
State of Florida.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.05 par  
value common stock, which shall be designated "Common Shares."

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the  
Corporation is 9927 NW 49th Terrace, Miami, FL 33178-1920 and the  
name of the initial registered agent of this Corporation at that  
address is John Persons McHenry.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director initially. The number of  
Directors may be either increased or decreased from time to time by  
the By-Laws, but shall never be less than one (1). The name and  
address of the initial Director of this Corporation is: John  
Persons McHenry, 9927 NW 49th Terrace, Miami, FL 33178-1920.

ARTICLE VII: AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any  
provisions contained in these Articles of Incorporation or any  
amendments hereto and any right conferred upon the shareholders is  
subject to this reservation. Further, the power to adopt, alter,  
amend or repeal By-Laws shall be vested in the Board of Director(s)  
and the shareholders of this Corporation.

#### ARTICLE VIII: POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE IX: DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

#### ARTICLE X: INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or Agents or former Directors, officers, employees or Agents or any person or persons who may have served at its request as a Director, officer, employee or Agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not be limited to, the expenses, including the cost of any judgements, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or Agent as herein provided. This foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officers, employees, or Agents may be entitled as a matter of law or which he may be lawfully granted.

#### ARTICLE XI: INCORPORATOR/PRINCIPAL ADDRESS

The name and address of the person signing these Articles is:

John Persons McHenry  
9927 NW 49th Terrace  
Miami, FL 33178-1920

The principal mailing address is:  
9927 NW 49th Terrace  
Miami, FL 33178-1920

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: 5/25/96

Signed: John P. McHenry

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: Energize, Inc.

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

John P. McHenry  
(Name)

9927 NW 49 Terrace  
(P.O. Box not acceptable)

Miami, FL 33178-1920  
(City/State/Zip)

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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.

John P. McHenry  
(Signature)

5/28/96  
(Date)