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(((H96000009240)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WIL POWER ENTERPRISES, INC.
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PREPARED BY:

Angel Ruiz

FBN. 886807

1835 W. Flagler St.

Suite 201

Miami, FL 33135

DS-541-1800

ARTICLES OF INCORPORATION

OF

WIL POWER ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscriber(s) of these Articles of incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

WIL POWER ENTERPRISES, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted and the object of this corporation is to engage in any and all business permitted under the laws of the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligation negotiable

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instruments.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

One Thousand (1000) shares at One Dollar (\$1.00) Dollars per value

ARTICLE IV

The amount of stated capital with which this corporation will begin business is not less than:

ONE THOUSAND (\$1,000.00) DOLLARS

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida is:

9130 S.W. 73RD STREET
MIAMI, FLORIDA 33173

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII
DIRECTOR(S)

The number of Directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

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**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The name and post office address of the member of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Corporation Law of the State of Florida, shall hold office for the first year of corporation's existence, or until his/their successors are elected and have qualified, are:

WIL PEÑA
BARBARA PEÑA

PRESIDENT/SECRETARY
VICE-PRESIDENT/TREASURER

**ARTICLE IX
SHAREHOLDERS**

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation:

NAME

ADDRESS

WIL PEÑA
(600 SHARES)

9130 S.W. 73RD STREET
MIAMI, FLORIDA 33173

BARBARA PEÑA
(400 SHARES)

9130 S.W. 73RD STREET
MIAMI, FLORIDA 33173

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Shareholder's meeting by majority of the shares entitled to vote hereon.

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**ARTICLE XI
DESIGNATION OF REGISTERED RESIDENT AGENT**

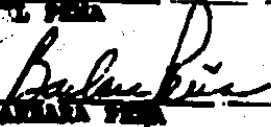
That, WIL PERA, located at 9130 S.W. 73RD STREET, City of Miami, State of Florida, 33173 is hereby named registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

**ARTICLE XII
PRE-EMPTIVE RIGHTS**

Any Shareholder or the corporation desiring to sell his/her shares in the corporation, shall first offer those shares to the other Shareholders upon the same terms and conditions as the shares are being offered to Non-shareholders. Any other Shareholders wishing to purchase the offered shares, shall exercise their right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell his shares to any Non-Shareholder upon the same terms and conditions as were offered to the remaining Shareholders.

WE, THE UNDERSIGNED, being the original subscribers herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 30th day of JUNE, 1996.



WIL PERA


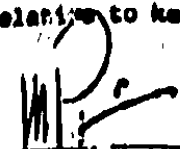
BARBARA PERA

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ACKNOWLEDGMENT

Having been named to accept service of process for
WIL POWER ENTERPRISES, INC., in the place designated in this
article, I hereby accept to act in this capacity and agree to
comply with the provisions of said act relative to keeping open
said office.


Registered Resident Agent
WIL PERA

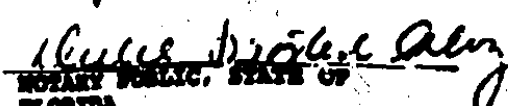
STATE OF FLORIDA

COUNTY OF DADE

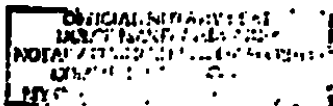
I HEREBY CERTIFY, that on this day before me, a Notary
Public, duly authorized to administer oaths and take
acknowledgements, personally appeared: WIL PERA and SARAH PERA
who produced the following forms of identification:

FLA Drivers License, FLA Drivers License
or personally known to me to be the persons described as
and who executed the foregoing Articles of Incorporation, and
acknowledged before me that they subscribed to those Articles of
Incorporation.

WITNESS, our hand and seal in the County and State named
above, this 2nd day of July, 19 96.


NOTARY PUBLIC, STATE OF
FLORIDA

MY COMMISSION EXPIRES:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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