

00-22-019-83

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ARTICLES OF INCORPORATION
OF
POWERS FINANCIAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 3:27

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be POWERS FINANCIAL, INC. The address of the principal office of this corporation shall be 1010 18th Street, N. St. Petersburg, Florida 33713, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be that of Boydston, Dabroski & Lyle, P.A., located at 2600 Ninth Street, N., St. Petersburg, FL 33704. The name of the Registered Agent of the corporation at that address is Bradley J. Wood, Esq.

ARTICLE IV. DURATION

period of existence of the corporation is perpetual.

ARTICLE V. AUTHORIZED SHARES

The corporation is authorized to issue 200 shares of common stock having, par value of \$1.00 per share.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. The initial Board of Directors shall consist of two (2) members. The names and addresses of the initial members of the Board of Directors is:

Stephen S. Lee, Director	17035 Gulf Boulevard, #202 N. Redington Beach, FL 33708
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Elizabeth Lee, Director	17035 Gulf Boulevard, #202 N. Redington Beach, FL 33708
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ARTICLE VII. THE INCORPORATOR

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

Stephen S. Lee	17035 Gulf Boulevard, #202 N. Redington Beach, FL 33708
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IN WITNESS WHEREOF the undersigned incorporator has executed these
Articles of Incorporation this 2nd day of July, 1996.


STEPHEN S. LEE

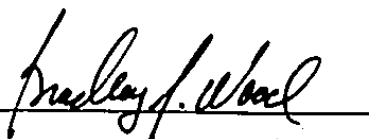
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 3:27

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the
above-named corporation at the place designated in this certificate, I hereby accept the
appointment of 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 completed
performance of my duties, and I am familiar with and accept the obligations of my
position as Registered Agent under §607.0505, Florida Statutes.

DATED: 2nd day of July, 1996.


BRADLEY J. WOOD, ESQ.

P96000057199

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

November 27, 1996

Please except this Articles of Amendment to Articles of Incorporation of
Powers Financial, located at 17035 Gulf Blvd, #202, Redington Beach, FL 33708, Phone: 813) 398-6123.
Enclosed is ck#0562 for the \$35.00 filing fee.

Thank you,

Elizabeth Powers

Elizabeth Powers

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

FILED
96 DEC -2 AM 8:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

VS DEC 1 2 1996

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POWERS FINANCIAL, INC.**

FILED
96 DEC -2 AM 8:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation, which were originally filed on July 8, 1996, Document Number P96000057199:

1. Amendments adopted:

a) ARTICLE I. NAME

Change the address of the principal office of the corporation to read:

POWERS FINANCIAL, INC.
17035 Gulf Boulevard, #202
Redington Beach, FL 33708

b) ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

Change the registered office and registered agent to:

Elizabeth Powers
17035 Gulf Boulevard, #202
Redington Beach, FL 33708

c) ARTICLE V. AUTHORIZED SHARES

Change the number of shares to be authorized to issue by the corporation to:

2000 shares of common stock, having par value of \$1.00 per share.

d) ARTICLE VI. DIRECTORS


Delete Stephen S. Lee and Elizabeth Lee as directors, and provide the following as sole director:

Elizabeth Powers
17035 Gulf Boulevard, #202
Redington Beach, FL 33708

2. The date of each of these amendment's adoption is July 9th, 1996.

3. These amendments were adopted by the Board of Directors without shareholder action, as shareholder action was not required.

Signed this 27 day of November, 1996.


Elizabeth Powers, Director/President
Powers Financial, Inc.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Amendment to the Articles of Incorporation for POWERS FINANCIAL, INC., I hereby accept the appointment of 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 completed performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under §607.0505, Florida Statutes.

DATED: 27 day of November, 1996.


Elizabeth Powers
Registered Agent for Powers Financial, Inc.