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JULY 29, 1996

ATTN: SECRETARY OF STATE
DIVISION/CORPORATIONS
FILING DEPARTMENT
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

60000119130005
-08/05/96-01053-019
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION; THE 13TH POWER COMPANY

DEAR SIR OR MADAM:

ENCLOSED PLEASE FIND ORIGINAL AND COPY OF THE ARTICLES OF
INCORPORATION FOR THE ABOVE REFERENCED CORPORATION. ALSO,
ENCLOSED IS A CHECK IN THE AMOUNT OF \$122.50.

AT YOUR EARLIEST CONVENIENCE PLEASE RETURN A COPY OF THIS
DOCUMENT. I HAVE ENCLOSED A STAMPED, AND ADDRESSED ENVELOPE.
THANK YOU.

SINCERELY,

LAURA LIBSTER

ENC.

71
88-96

ARTICLES OF INCORPORATION
OF
THE 13TH POWER COMPANY

FILED
96 AUG -5 PM 3:10
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be THE 13TH POWER COMPANY.

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The principle place of business of the corporation will be 914 Lennox Ave. #5, Miami Beach, Florida 33139.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent will be 914 Lennox Ave. #5, Miami Beach, Florida 33139. The initial registered agent shall be Hemley Gonzalez.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one Board of Director. The names and addresses of the initial director is:

HEMLEY GONZALEZ
914 LENNOX AVE. #5
MIAMI BEACH, FLORIDA 33139

ARTICLE VIII

INCORPORATOR

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

HEMLEY GONZALEZ
914 LENNOX AVE. #5
MIAMI BEACH, FLORIDA 33139

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

ARTICLE X

AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

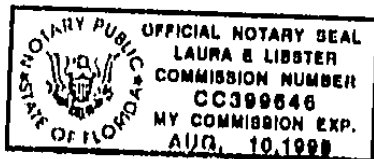
IN WITNESS WHEREOF, The undersigned incorporator executed these Articles of Incorporation this 31 day of July, 1996.



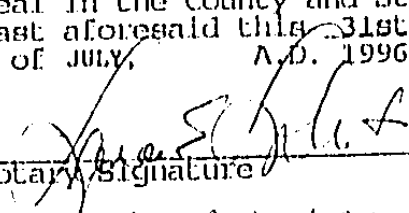
Hemley Gonzalez

STATE OF FLORIDA) I hereby certify that on this day, before me,
COUNTY OF DADE) an officer duly authorized to administer oaths
and take Acknowledgments, personally appeared

HEMLEY GONZALEZ, known to me to be the person described in and
who executed the foregoing instrument, who acknowledged before me
that he executed the same, that I relied upon the following form
of identification of the above-named person: Drivers License and
that an oath was not taken.



Witness my hand and official
seal in the County and State
last aforesaid this 31st day
of JULY, A.D. 1996.


Notary Signature

LAURA E. LIBSTER
Printed Notary Signature

DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
96 AUG -5 PM 3:19
SEAL
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That The 13th Power Company desiring to organize or qualify
under the laws of the state of Florida, with its principle place
of business at City of Miami Beach, State of Florida, has named
HEMLEY GONZALEZ at 914 Lennox Ave. #5, Miami Beach, Florida as
its agent to accept Service of Process within Florida.

SIGNATURE: [Signature]
TITLE: PRESIDENT
DATE: 7/31/90

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 state that
I am familiar with the obligations of this position and agree to
comply with the provisions of all statutes relatives to the
proper performance of my duties.

SIGNATURE: [Signature]
DATE: 7/31/90