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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: POWER IN PENDANT, INC.
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September 16, 1996

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000012905
Letter Number: 396A00042870

SEP 16 1996
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ARTICLES OF INCORPORATION
OF
POWER IN PENDANT, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE POWER IN PENDANT, INC.

ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 12420 S. W. 188
TERR, MIAMI, FLA. 33177.

ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL

STOCK:	<u>NO. SHARES</u>	<u>CLASSIFICATION</u>	<u>PAR VALUE</u>
	100,000	COMMON	\$2.00

SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER,
UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND,
CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT
TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE

DOCUMENTS PREPARED BY FOY H. HAMMONS
2701 SO. BAYSHORE DR., MIAMI, FLA. 33133

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(305) 859.9914

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DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS.

ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 2701 SO. DAYSHORE DRIVE SUITE 606, COCONUT GROVE, FLA. 33133.

ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS DAVID MENHENNETT, 12420 S. W. 188 TERR., MIAMI, FLA. 33177.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS DAVID MENHENNETT 12420 S. W. 188 TERR., MIAMI, FLA. 33177.

ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE CORPORATION.

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ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HEREBY EXECUTES THESE ARTICLES OF INCORPORATION THIS 16 DAY OF September, 1996

David E. Mendenhall
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT OF POWER IN PENDANT, INC.

DATED THIS 16 DAY OF September, 1996

Lulu S. [Signature]
REGISTER AGENT

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