

*P96000081124*  
TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 27 PM 1:21

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

SUBJECT: PowerShift, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 70.00 .

FROM: Christine Carpentier

400001858424  
-09/30/96--01018--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

11310 S. OrangeBlossom Trail Suite # 187

Orlando, FL 32837

(407) 381 - 8247

ARTICLES OF INCORPORATION  
OF  
PowerShift, Inc.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 SEP 27 PM 1:21

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these Articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I NAME

The name of the corporation shall be:

PowerShift, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

5763 Arnold Zlotoff Drive  
Orlando, FL 32821

ARTICLE III CAPITAL STOCK

The corporation is authorized to issue one class of stock, that being 1200 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Christine Carpentier  
11310 S. Orange Blossom Trail Suite # 187  
Orlando, FL 32837

ARTICLE V INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Juan J. Sadie  
5763 Arnold Zlotoff Drive  
Orlando, FL 32821

Christine Carpentier  
3142 Atwater Drive  
Orlando, FL 32825

ARTICLE VI

No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporators have executed these Articles of Incorporation on this 25th day of September, 1996. The undersigned incorporators hereby declare, under penalty of perjury, that the statements made in the forgoing Articles Of Incorporation are true, and that the incorporators are at least eighteen years of age.

Name Juan J. Sadie

Signature 

Name Christine Carpentier

Signature 

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 27 PM 1:21

Pursuant to the provisions of section 607.0501, 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: PowerShift, Inc.

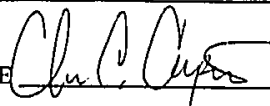
2. The name and address of the registered agent and office is:

Christine Carpentier

11310 S. Orange Blossom Trail Suite # 187

Orlando, FL 32837

SIGNATURE



DATE September 25, 1996

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.

SIGNATURE



DATE September 25, 1996