

Law Offices

HOLLAND & KNIGHT

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Federal Express

November 11, 1996

Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

Re: **Powersavers, Inc.**

Gentlemen:

Enclosed are an original and one copy of articles of incorporation for this proposed corporation, together with a designation of registered agent. Please endorse your approval of the articles of incorporation on the duplicate copy, certify and return it by Federal Express using the enclosed label.

A check in the amount of \$122.50 is enclosed in payment of the following:

1. \$35.00 filing fee;
2. \$52.50 fee for the certified copy of the articles of incorporation; and
3. \$35.00 filing fee for the designation of registered agent.

I would appreciate it if I could receive a collect telephone call to (813)896-7171 advising me when the articles are filed. Thank you for your attention to this matter.

Sincerely yours,



William L. Johnson

WLJ:am
Enclosure

STP-135359

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Atlanta
Fort Lauderdale
Jacksonville
Lakeland
Miami

Orlando
Tallahassee
Tampa
Washington, D.C.
West Palm Beach

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**ARTICLES OF INCORPORATION
OF
POWERSAVERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Powersavers, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of the corporation is Powersavers, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

The address of the principal office of the corporation is:

1951 Morrill Street
Sarasota, FL 34236.

**ARTICLE THREE
COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the filing of the articles of incorporation.

ARTICLE FOUR - PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE FIVE - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1951 Morrill Street, Sarasota, FL 34236, and the name of the corporation's initial registered agent at that address is Stephen E. Bell.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Stephen E. Bell	1951 Morrill Street Sarasota, FL 34236
Kevin N. Mason	6342 W. Meadow Street Homosassa, FL 34446

ARTICLE EIGHT - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen E. Bell	1951 Morrill Street Sarasota, FL 34236

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE NINE - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE TEN - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on November 11, 1996.


Stephen E. Bell

STP-135160

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Powersavers, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1951 Morrill Street, Sarasota, FL 34236, has named Stephen E. Bell as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act. I am familiar with and accept the obligations of that position.


Stephen E. Bell

STP-135160

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA