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RAQUEL M. MATAS
PROFESSIONAL ASSOCIATION
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December 2, 1996

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32314

FEDERAL EXPRESS

Re: mPower Project, Inc.

Dear Sir or Madam:

Enclosed please find the following regarding the above-referenced corporation:

1. Two signed original Articles of Incorporation.
2. One check payable to the Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee, \$35.00 for the registered agent designation, and \$52.50 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and return the certified copy to my attention.

Thank you for your assistance in this matter.

Sincerely,


Raquel Matas

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -4 PM 12:53

ag 12/6/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -4 PM 12:53

**ARTICLES OF INCORPORATION
OF
mPOWER PROJECT, INC.**

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Corporation is mPOWER PROJECT, INC., and its principal office and mailing address is 1580 S. Treasure Drive, North Bay Village, Florida 33141.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE IV

AUTHORIZED SHARES

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 1580 S. Treasure Drive, North Bay Village, Florida 33141. The initial Registered Agent at that address is Christopher A. Russo, 1580 S. Treasure Drive, North Bay Village, Florida 33141.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: Christopher A. Russo, 1580 S. Treasure Drive, North Bay Village, Florida 33141.

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or

action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

ARTICLE IX

COMMENCEMENT DATE

Corporate existence will commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 25th day of November, 1996.

CHRISTOPHER A. RUSSO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -4, PM 12:53

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th day of November, 1996 by CHRISTOPHER A. RUSSO, who is personally known to me or who has produced N/A as identification.

NOTARY PUBLIC

Print Name RAUMAR HERNANDEZ

My Commission Expires:

02 22 1508

SEP 19, 97

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as Registered Agent for mPOWER PROJECT, INC.