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December 18, 1996

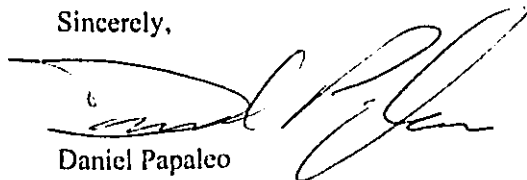
Florida Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

6000 0021 13 15-11 11-4
12/27/96- 010 35- 005
***122.50 ***122.50

I am submitting two copies of the Articles of Incorporation for a new corporation *Powerhouse Management Corporation* 9722 W. Sample Road, Coral Springs, Florida 33065. Included are the Articles and a check for \$122.50 (check # 1997) for certification and filing fees.

Please contact me with any questions. Thank you.

Sincerely,



Daniel Papaleo
2771 Riverside Drive
Apt. # 312
Coral Springs, Florida 33065
Evenings: (954) 340-7978
Day: (954) 796-4620

FILED
96 DEC 26 AM 11:49
TALLAHASSEE, FLORIDA

12-31-96
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ARTICLES OF INCORPORATION
OF
POWERHOUSE MANAGEMENT CORPORATION

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document as incorporators of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Powerhouse Management Corporation

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers of necessary convenience to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be two (2) classes of stock of this corporation, voting and non-voting.

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,500 shares.

There shall be five hundred (500) shares of voting stock with an individual par value of \$1.00 (one dollar).

There shall be one million (1,000,000) shares of non-voting stock with an individual par value of \$.001 (one one thousand of one cent).

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Lewis W. Currier III
7966 South West 6th Street
North Lauderdale , FL 33068

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person and the name and address of the person who is to serve as the initial director is:

Daniel Papaleo
2771 Riverside Drive
Apt# 312
Coral Springs, FL 33065
ARTICLE VII

The address of the principal office of this corporation is:

Powerhouse Management Corporation
9722 West Sample Road
Coral Springs, FL 33065

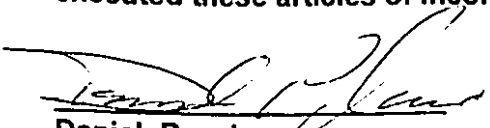
ARTICLE VIII

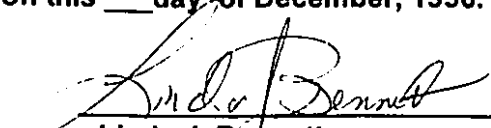
The names and address's of the incorporators executing these Articles of Incorporation are:

Daniel Papaleo
2771 Riverside Drive , # 312
Coral Springs, FL 33065

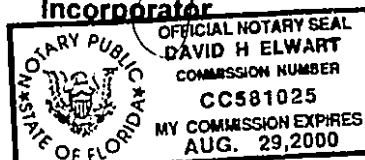
Linda J. Bennett
1913 North West 97th Terrace
Coral Springs, FL 33071

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this ____ day of December, 1996.


Daniel Papaleo
Incorporator


Linda J. Bennett
Incorporator

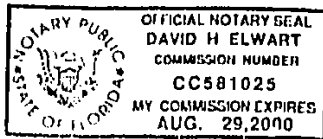
STATE OF FLORIDA)
COUNTY OF BROWARD)



Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Daniel Papaleo and Linda J. Bennett, known to me and known by me to be the persons who executed the foregoing articles of incorporation, and who produced personally known to me as identification and they acknowledged before me that they executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this ____ day of December, 1996.





Print Name: David H. Elwart
Notary Public

My Commission Expires: Aug 29 2000

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

David H. Elwart

In pursuance of Chapter 607.34 Florida Statutes, the following is
submitted, in compliance with said Act:

Powerhouse Management Corporation, desiring to organize under
the laws of the State of Florida with its principal office, as indicated in the
articles of incorporation at 9722 West Sample Road, Coral Springs, County
of Broward, State of Florida has named Lewis W. Currier III located at 7966
South West 6th Street, North Lauderdale, County of Broward, State of
Florida, at its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.

By: Lewis W. Currier III
Lewis W. Currier III
Registered Agent

FILED
96 DEC 26 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA