

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Article III
Is one share
Transfer to client.
TX*

EFFECTIVE DATE
1-27-97

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 1/30 12:00 *Joe 1/30*

RE: Powerhouse
Construction & Remodeling
Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

EFFECTIVE DATE

1-27-97

FILED
97 JAN 30 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State

Florida Business Corporation Act

ARTICLES OF INCORPORATION

Pursuant to Section 607.0202, Florida Statutes, the Articles of Incorporation must set forth the following:

ARTICLE I.

NAME OF CORPORATION

Pursuant to Section 607.0401, Florida Statutes, the Corporate name is:

Powerhouse Construction & Remodeling Incorporated

ARTICLE II.

PLACE IN FLORIDA WHERE THE PRINCIPAL OFFICE IS TO BE SITUATED:

Metropolitan Region of Miami (Dade County) of the State of Florida

45 NW 61st Street
Miami, Florida
33127

ARTICLE III.

SHARES AND SHAREHOLDERS

A. The class and any maximum number of shares that the Corporation is authorized to issue pursuant to Section 607.0601, Florida Statutes:

1. One Class of Shares

a. Class A

- (1) "The Corporation is authorized to issue an unlimited number of Class A without nominal or par value.
- (2) The Class A shares shall be entitled:
 - (a) to vote at all meetings of shareholders; and
 - (b) to receive such dividend as the directors in their discretion shall declare.
 - (c) Upon liquidation or dissolution, the holders of Class A shall receive all of the remaining property of the Corporation."

2. Share Conditions

a. Shares in Series:

"The directors may authorize the issue of one or more series of shares within the class of shares, and may fix the number of shares in each series, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of each series."

b. Redemption of Shares

"The said Class A shares or any part thereof shall be redeemable at the option of the Corporation without the consent of the holders thereof at a price equal to the amount paid per share plus any declared and unpaid dividends."

c. Pre-Emptive Rights

"It is hereby provided that no share of a class of shares shall be issued unless the shares have first been offered to the shareholders holding shares of that class, and those shareholders have a Pre-Emptive right to acquire the offered shares in proportion to their holdings of the shares of that Class, at such price and on such terms as those shares are to be offered to the others."

B. Restrictions, if any, on share transfers pursuant to *Section 607.0627, Florida Statutes*:

1. "No shares of the capital of the Corporation shall be transferred without both;

- a. The sanction of at least fifty one per cent (51%) of the directors of the Corporation evidenced by resolution of the board; and
- b. The sanction of the majority of the shareholders of the Corporation.
- c. All approved transfers shall be noted in the books of the Corporation."

2. "The Corporation shall not make a distribution to the public of any of its securities."

3. "The number of shareholders is limited to thirty five (35) not including persons who are in the employment of the Corporation and persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment, to be shareholders of the Corporation, two (2) or more persons holding one or more shares jointly being counted as a single shareholder."

ARTICLE IV.

DIRECTORS AND THEIR POWERS

A. Number (or minimum and maximum number) of directors pursuant to *Section 607.0803, Florida Statutes*:

"A variable number of directors from a minimum of one (1) and a maximum of five (5)."

B. Directors Having to be Shareholders

"No person otherwise qualified shall be elected or appointed as a director unless such person beneficially owns at least one (1) share issued by the Corporation."

C. Restrictions, if any, on business the Corporation may carry

"None."

D. Directors Powers and Other Provisions

1. Directors' Borrowing Powers and Delegation Thereof Pursuant to *Section 607.0833, Florida Statutes*:

- a. "If authorized by-law which is duly made by the directors and confirmed by ordinary resolution, the directors of the Corporation may from time to time:

- (1) borrow money upon the credit of the Corporation;
- (2) issue, reissue, sell or pledge debt obligations of the Corporation; and
- (3) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation."

2. Increase in Majority vote by Shareholders

"In order to effect any resolution (ordinary and/or special other than a resolution to remove a director) passed at a meeting of shareholders, a majority of not less than fifty one per cent (51%) of the votes cast by the shareholders who voted in respect of that resolution shall be required."

3. Shareholders Filing Vacancy in Board of Directors

"Any vacancy among the directors shall be filled by a vote of the shareholders."

4. Directors' Quorum

- a. The quorum for any meeting of the Board of Directors shall be at least one of the directors of the Corporation.
- b. In anticipation of or during any emergency defined in *Section 607.0303, subsection (5), Florida Statutes*, the quorum for an emergency meeting of the Board of Directors shall be at least three directors of the Corporation.
 - (1) One or more directors of the Corporation present at the meeting of the Board of Directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.
 - (2) No director acting in accordance with any emergency bylaws shall be liable except for wilful misconduct.
 - (3) To the extent not inconsistent with any emergency bylaws so adopted, the bylaws of the Corporation shall remain in effect during any emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.

5. Provision for Trust Deeds for purposes of the Florida Business Corporations Act.

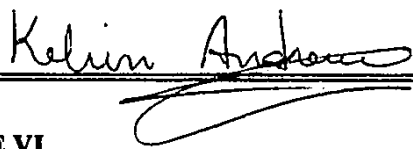
"The Corporation, through its directors, may, as it deems expedient and notwithstanding the provisions of the **Florida Business Corporations Act**, hypothecate, mortgage or pledge any real or personal property, currently owned or subsequently acquired, of the Corporation, to secure the payment of such debentures and other securities, or to provide only a part of these guarantees for the said purposes; and it may constitute the aforesaid hypothec, mortgage or pledge by trust deed, pursuant to **Chapter 607, Florida Statutes**, or in any other manner.

The Corporation may also hypothecate or mortgage the real property, or pledge or otherwise charge in any manner the personal property of the Corporation, or provide these various "kinds of guarantee, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment or performance of the other debts, contracts and undertakings of the Corporation."

ARTICLE V.

INCORPORATOR

The undersigned incorporator has executed these Articles of Incorporation this 27th day of January, 1997.

Name	Address	Signature
Kelvin Andrew	45 NW 61th Street Miami, Florida, U.S.A. 33127	

ARTICLE VI.

EFFECTIVE DATE

Pursuant to Section 607.0123, Florida Statutes, a delayed effective date may be specified but may not be later than 90th day after the date on which it is filed. Pursuant to Section 607.0203, Florida Statutes, an effective date may also be within five (5) business days prior to the date of filing. An effective date must be specified in the Articles or the date of receipt will be the file date.

The effective date of this Corporation is January 27, 1997.

ARTICLE VII.

**NOTICE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, the Corporation shall have and continuously maintain in this State:

A. Name of Corporation

Powerhouse Construction & Remodeling Inc.

B. Place in the State of Florida where the Registered Office is situated

Metropolitan Region of Miami (Dade County) of the State of Florida

C. Address of Registered Office and Agent


45 NW 61th Street
Miami, Florida, U.S.A.
33127

D. Registered Agent at this Office

Date	Signature	Name
January 24, 1997		Kelvin Andrew

ARTICLE VIII.
NOTICE OF DIRECTORS

The Directors of this Corporation now are:

Name	Address	Occupation
Kelvin Andrew	45 NW 61st Street Miami, Florida 33127	Building & Construction/ Maintenance & Repairs
Natasha Benn- Andrew	45 NW 61st Street Miami, Florida 33127	General administration
Date	Signature	Title - Titre
January 24, 1997		President - CEO

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / OFFICE**

FILED
97 JAN 30 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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:

Name of Corporation:

Powerhouse Construction & Remodeling Inc.

Name	Address	Occupation
Kelvin Andrew	45 NW 61st Street Miami, Florida 33127	Building & Construction/ Maintenance & Repairs

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.

Date	Signature	Title
January 24, 1997		President - CEO
7530-21-936-1388 (01-93) 46		Filed January 24, 1997