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3/10/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

~~EDGE~~ TRIANGLE GROUP, INC.

FAX #: (305)358-7832

NAME: THE ~~POWER GROUP, INC.~~

AUDIT NUMBER.....H97000004051

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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2/13/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1997

ACE INDUSTRIES, INC.

SUBJECT: THE TRIANGLE GROUP, INC.
REF: H97000004051

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CONFLICTS WITH TRIANGLE GROUP, INC., P94000053056, FILED 07/18/94,
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-4051

ARTICLES OF INCORPORATION

FILED

THE GOLDEN TRIANGLE GROUP, INC.

Article 1: Name of Corporation

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Address of Corporation

6739 LONGLEAF PINE DRIVE
JUPITER, FLORIDA 33458

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 3, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE:

KEITH MAYERHOFER

and

5963 S.E. WILSIE DRIVE

REGISTERED AGENT:

STUART, FLORIDA 34997

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Keith Mayerhofer 3/10/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)

First listed is President. Second is Secretary/Additional Directors.

1. MARK SIGMON 6739 LONGLEAF PINE DRIVE, JUPITER, FLORIDA 33458
2. KEITH MAYERHOFER 5963 S.E. WILSIE DRIVE, STUART, FLORIDA 34997
3. MICHAEL LANDSMAN 10140 159th COURT NORTH, JUPITER, FLORIDA 33478

Article 5: The Name and Address of the INCORPORATOR is:

KEITH MAYERHOFER

5963 SOUTHEAST WILSIE DRIVE

STUART, FLORIDA 34997

In witness whereof I have subscribed my name

Keith Mayerhofer
Signature of Incorporator

KEITH MAYERHOFER

H97-4051

Prepared by:

ace INDUSTRIES, INC.

54 NW 11th Street
Miami, FL 33136
305-358-2671