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LAZARO J. LEON  
3720 S.W. 1232rd Court  
Miami, Florida 33175  
(305) 287-1795  
(305) 221-2656

March 6, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Power Group International, Corp.  
Articles of Incorporation

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-03/10/97--01069--003  
\*\*\*\*122.50 \*\*\*\*122.50

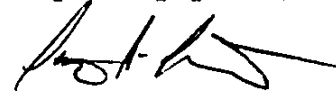
Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Power Group International, Corp. and a Certificate Designating Registered Agent for filing, together with a check in the amount of \$122.50.

Please return the certified copies of same in the enclosed, self-addressed stamped envelope together with the appropriate Certificate of Incorporation.

Please contact the undersigned immediately if you should have any questions or comments.

Very truly yours,

  
Lazaro J. Leon

:11  
Enclosures

K.R. MAR 18 1997

FILED  
97 MAR 10 AM 9 43  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
POWER GROUP INTERNATIONAL, CORP.

FILED  
97 MAR 10 AM 9:43  
SEC. STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME OF CORPORATION

The name of this corporation shall be Power Group International, Corp.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this corporation are as follows:

(a) This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

(b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.

(c) To transport parcels or other movable property, in the capacity or private contract carrier and to own, lease, maintain and repair vehicles for the private transport of movable property.

(d) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(e) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

(f) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without

consideration; and to secure any direct or contingent indebtedness of the corporation by the execution and delivery of mortgages, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the corporation, or any interest therein.

(g) To acquire, by purchase, merger or otherwise, all of any part of the goodwill, rights, property and business of any person, firm association or corporation; in connection therewith to assume liabilities of any person, firm association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stocks, bonds, other securities, or property of any other kind.

(h) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued, or delivered by this corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner, thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(i) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America, in any foreign countries and in any part of the world.

(j) To perform every act necessary or proper for the accomplishment of the objects and purpose enumerated or for the protection and benefit of the corporation.

(k) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### ARTICLE III STOCK

The authorized capital stock of this corporation shall consist of 100 shares of common stock with a par value of \$1.00 per share.

The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement. Further, every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IV INCORPORATORS

The name and street address of the incorporators of this corporation, are as follows:

Lazaro J. Leon  
3720 S.W. 123rd Court, Miami, Florida 33175

Lourdes B. Leon  
3720 S.W. 123rd Court, Miami, Florida 33175

#### ARTICLE V TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE VI ADDRESS OF REGISTERED OFFICE OR REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida shall be 3720 S.W. 123rd Court, Miami, Florida 33175.

The name and address of the initial registered agent shall be Lazaro J. Leon, 3720 S.W. 123rd Court, Miami, Florida 33175. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VII  
NUMBER OF DIRECTORS**

The business of this corporation shall be managed by a Board of Directors consisting of not fewer than one, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of this corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected, are as follows:

Lazaro J. Leon, 3720 S.W. 123rd Court, Miami, Florida 33175  
Lourdes B. Leon, 3720 S.W. 123rd Court, Miami, Florida 33175

**ARTICLE IX  
OFFICERS**

The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE X  
BY-LAWS**

The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE XI**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

(a) The corporation shall indemnify any Director or officers made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act

alleged to have been committed by such person in his capacity of Director, officer, employee or agent of this corporation or of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation, and in criminal actions or proceedings, without reasonable belief of such action was in or not opposed to the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

(2) By or in the right of the corporation to procure a judgment in its favor by reason of such person's being or having been a Director or officer of the corporation, or by reason of such person's serving or having served at the request of the corporation as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon either: (1) a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (2) a determination by independent legal counsel, when directed by a majority vote of a quorum of disinterested Directors, that the officer or Director seeking indemnification has met the standards of conduct set forth in subsections (1) and (2) of Florida Statute S607.014.

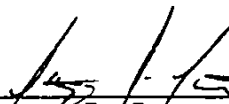
(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subparagraph (a)(1) above, upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subparagraph (a) (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

ARTICLE XII  
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporators to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 6th day of March, 1997.

  
\_\_\_\_\_  
Lazaro J. Leon, Incorporator

  
\_\_\_\_\_  
Lourdes B. Leon, Incorporator

STATE OF FLORIDA  
SS:  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by LAZARO J. LEON, as Director of POWER GROUP

INTERNATIONAL, CORP., a Florida, on behalf of the corporation.  
He/she is personally known to me and who did take an oath.

Mary Valledor

NAME:

NOTARY PUBLIC

My commission expires:



MARY VALLEDOR  
MY COMMISSION # CC376394 EXPIRES  
JUNE 29, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

SS:

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 6<sup>th</sup>  
day of March, 1997, by LOURDES B. LEON, as Director of POWER GROUP  
INTERNATIONAL, CORP., a Florida, on behalf of the corporation.  
He/she is personally known to me and who did take an oath.

Mary Valledor

NAME:

NOTARY PUBLIC

My commission expires:



MARY VALLEDOR  
MY COMMISSION # CC376394 EXPIRES  
JUNE 29, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that POWER GROUP INTERNATIONAL, CORP. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, c/o Lazaro J. Leon, 3720 S.W. 123rd Court, Miami, Florida 33175, and has named Lazaro J. Leon, as its Registered Agent, authorized to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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

By: 

Lazaro J. Leon  
Registered Agent

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97 MAR 10 AM 9:43  
SEAL  
TALLAHASSEE, FLORIDA