

4/24/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ENGINE POWER, INC.

AUDIT NUMBER.....H97000006687

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

CERT. OF STATUS..0

PAGES..... 6

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 24 1997

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**ARTICLES OF INCORPORATION
ENGINE POWER, INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:
ENGINE POWER, INC

With the principal place of business located at:
5951 NW 151ST SUITE 202
MIAMI LAKES FL 33.030

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Common Stock, par value \$1.00 (one U.S. dollar) per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
5951 NW 151ST SUITE 202
MIAMI LAKES FL 33.030

The Name of the initial REGISTERED AGENT of this Corporation is:
SYLVIO LUONGO FILHO

PREPARED BY: THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ
RICARDO SANTIAGO SANCHEZ, ESQ., F.L.A. BAR # 835283
141 NE 3RD AVE 9TH FLOOR, MIAMI FL 33132 (305) 373-6311

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President -

SYLVIO LUONGO FILHO

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:

SYLVIO LUONGO FILHO
5951 NW 151 ST SUITE 202
MIAMI LAKES FL 33.030

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested on the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 23 DAY OF APRIL OF 1997


Incorporator

H 97000006687

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

**THAT ENGINE POWER, INC
DESTRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY
OF DADE, STATE OF FLORIDA HAS APPOINTED:**

SYLVIO LUONGO FILIO

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:


HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

ENGINE POWER, INC

**TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT
FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES.**

THIS 23 DAY OF APRIL, 1997.

H97000006687



Registered Agent

H97000006687

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

ENGINE POWER, INC

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE
ME THAT HE EXECUTED SAME.

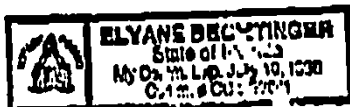
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND
AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 23 DAY OF APRIL, 1997.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SPECIFIC POWER OF ATTORNEY

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SEAL
TALLAHASSEE, FLORIDA

BE IT KNOWNLEDGED, THAT L. ENGINE POWER, INC. THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO THE LAW OFFICES OF RICARDO SANTIAGO SANCHEZ, OF MIAMI, FL - AS MY ATTORNEY IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS, FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 23 DAY OF APRIL 1997

STATE OF FLORIDA
COUNTY OF DADE

On / / before me, RICARDO SANTIAGO SANCHEZ personally appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____
Notary Public



Affiant Known X Produced ID
Type of ID _____

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