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FLORIDA DIVISION OF CORPORATIONS

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FROM: FERNAND LAMOTHE, INC.
105057001570
CONTACT: FERNAND LAMOTHE
PHONE: (954)768-9548
(954)768-9775

ACCT#:

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NAME: TRULY POWER ENTERPRISE OF USA, CORP.
AUDIT NUMBER.....H97000011319
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1997

FERNAND LAMOTHE INC

SUBJECT: TRULY POWER ENTERPRISE OF USA, CORP.
REF: W97000016065

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

If you have any further questions concerning your document, please call (850) 497-6931.

Becky McKnight
Document Specialist

FAX Aud. #: W97000011319
Letter Number: 297A00035767

AUDIT# : H97000011319

ARTICLES OF INCORPORATION

OF

TRULY POWER ENTERPRISE OF USA, CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

TRULY POWER ENTERPRISE OF USA, CORP.

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TALLAHASSEE, FLORIDA

ARTICLE 11 PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is:
3536, Sandpiper, # 5, Boyton Beach, Florida, 33436

Registered Agent:
Fernand Lamothe
721 S.E. 17th Street
Ft.Lauderdale, Fl. 33316
(954)768-9548

AUDIT# : H97000011319

AUDIT#: H97000011319

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is

The aggregate number of shares which the Corporation is authorized to issue is Five Thousand (5,000) shares of Common Stock, par value \$1.00 per share and Twenty Thousand (20,000) preferred and redeemable shares of non-voting Stock, with a par value of \$1.00 each.

May be paid for inproperty, labor, services or cash, at a just calculation to be fixed by the shareholder, all such stock shall be fully paid and non assessable.

ARTICLE IV PURPOSE

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, 721 S.E. 17th Street, Ft. Lauderdale, Fl. 33316

AUDIT#: H97000011319

AUDIT#:H97000011319

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Sylvain Caron
3536, Sandpiper, # 5
Boyton Beach, Fl. 33436

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial President, Secretary is: Sylvain Caron President , Secretary, he live at:

3536, Sanpiper,# 5
Boyton Beach, Florida
33436

The undersigned has executed the Articles of Incorporation this 07 day of July, 1997.



By:Sylvain Caron, Incorporator

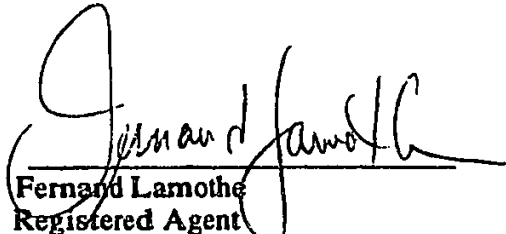
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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Corporation, at place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: July 07, 1997.



Fernand Lamothe
Registered Agent

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OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

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