

ROTH & SCHOLL

ATTORNEYS AT LAW

1500 SAN REMO AVENUE

SUITE 176

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JEFFREY C. ROTH, P.A.

DENNIS SCHOLL, P.A.

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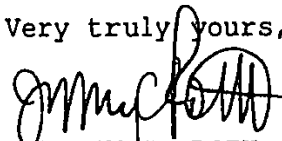
Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Powell Commercial, Inc.

Dear Sir:

Enclosed are duplicate originals of the Articles of Incorporation to be filed with the Florida Secretary of State. Also enclosed is my check in the amount of \$122.50, representing your filing fee. Please have the articles of incorporation filed, and forward me written confirmation of the same.

Very truly yours,


JEFFREY C. ROTH

JCR/clb
Encls.

cc: Mr. Robert K. Powell (with encls.)

FILED
97 JUL 24 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-25-97

ARTICLES OF INCORPORATION

OF

POWELL COMMERCIAL, INC.

FILED
91 JUL 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Powell Commercial, Inc.

Article II

Purpose

This corporation shall be authorized to transact all legal business of any nature.

Article III

Principal Office and Mailing Address

The principal office and mailing address of this corporation is 1500 San Remo Avenue, Suite 176, Coral Gables, Florida 33146.

Article IV

Capital Stock

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$0.01	Common

Article V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI

Initial Registered Agent and Office

The street address of the initial registered office of the corporation is c/o Jeffrey C. Roth, Esquire, Roth & Scholl, 1500

San Remo Avenue, Suite 176, Coral Gables, FL 33146, and the name and address of the initial registered agent of this corporation is:

Name

Address

Jeffrey C. Roth

Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146

Article VII
Commencement

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

Article VIII
Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Name

Address

Robert K. Powell

607 S.W. 14th Street
Boca Raton, Florida 33486

Article IX
Incorporator

The name and address of the person signing these Articles of Incorporation for the purposes therein expressed is:

Name

Address

Jeffrey C. Roth

Roth & Scholl
1500 San Remo Avenue
Suite 176
Coral Gables, FL 33146

Article X
By Laws

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

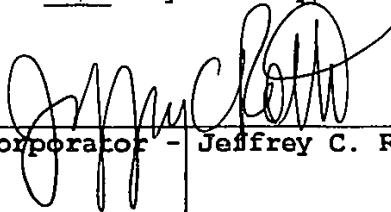
Article XI
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

Article XII
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of July, 1997.



Incorporator - Jeffrey C. Roth

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 21st day of July, 1997 by Jeffrey C. Roth, who is personally known to me and who did not take an oath.



Notary Public, State of Florida
At Large

My Commission Expires:

Notary's printed name & address:

o/o

JEFFREY C. ROTH, P.A.
ATTORNEY AT LAW
1500 SAN REMO AVENUE
SUITE 176
CORAL GABLES, FLORIDA 33146



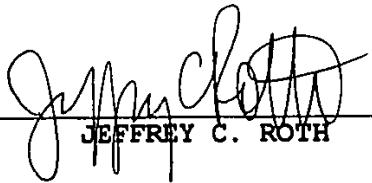
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS IN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

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

First, that Articles, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Coral Gables, County of Dade, State of Florida, has named Jeffrey C. Roth, located at Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, Fl 33146 as its agent to accept service of process within the State.

Acknowledgement:

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



JEFFREY C. ROTH

FILED
97 JUL 24 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA