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TO: DIVISION OF CORPORATIONS  
(850)922-4001

FAX #:

FROM: THE COMPANY CORPORATION  
076660001006  
CONTACT: REGINA CEPHAS  
PHONE: (302)575-0440  
(302)575-1346

ACCT#:

FAX #:

NAME: POWER INVESTORS INTERNATIONAL, INC.  
AUDIT NUMBER.....H97000015171  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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\*return to Linda Snook

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TALLAHASSEE, FLORIDA

me 9/15/97



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

September 15, 1997

THE COMPANY CORPORATION

SUBJECT: POWER INVESTORS INTERNATIONAL, INC.  
REF: W97000021121

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: H97000015171  
Letter Number: 997A00045616

H97000015171 6 **ARTICLES OF INCORPORATION**  
**OF**  
**Power Investors International, Inc.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be Power Investors International, Inc.
- SECOND:** The address of the initial registered office of the corporation is 274 Orienta Point, Altamonte Springs, FL 32701, County of Seminole. The name of the registered agent located at said address is Linda A. Bartz.
- THIRD:** The principal address of the corporation is 274 Orienta Point, Altamonte Springs, FL 32701.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 1,000 shares at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is two, and the name(s) and address(es) of who will serve as director(s) until the first annual meeting of shareholders or until the successor(s) is/are as follows:
- Gary Allaoi, 315 Brookhaven Way NE, Atlanta, GA 30319  
J. Franklyn Sands, 3207 D. Eagle Blvd., Orlando, FL 32804.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.
- NINTH:** The name(s) and address(es) of the person(s) who is to act as incorporator(s) is as follows:

Linda J. Snook c/o The Company Corporation  
1313 N. Market Street, Wilmington, DE 19801.

This document was prepared by Linda J. Snook, 1313 N. Market Street, Wilmington, DE 19801  
(302) 575-0440

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SEAL OF THE STATE  
OF FLORIDA  
TALLAHASSEE, FLORIDA

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We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 12th day of September, 1997.

Linda J. Snook  
State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day of September, 1997 by Linda J. Snook.

Susan M. Griffin  
Notary Public

SUSAN M. GRIFFIN  
NOTARY PUBLIC - STATE OF DELAWARE  
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Linda J. Snook, 1313 N. Market Street,  
Wilmington, DE 19801. (302) 575-0440.

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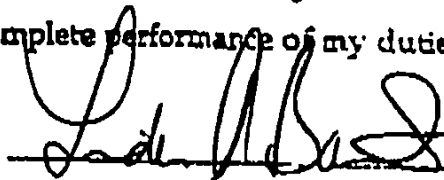
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING  
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Power Investors International, Inc.  
desiring to organize under the laws of the State of Florida with its principal  
place of business located in the city of Altamonte Springs, State of  
Florida, has named Linda A. Barte located at  
274 Orienta Point, Altamonte Springs,  
Florida 32701 as its agent for service of  
process within Florida.

Having been named to accept service of process for the above stated  
corporation, at the place designated in this Certificate, I hereby agree to act  
in this capacity, and I further agree to comply with the provisions of all  
statutes relative to the proper and complete performance of my duties



September 12, 1997  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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