

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P970000082235**

Tallahassee Power Center, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 23 AM 11:36

EFFECTIVE DATE  
9-22-97

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- ✓ Art of Inc. File Cert
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

Signature



Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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97 SEP 23 AM 11:28  
DIVISION OF CORPORATIONS

RP  
9-23-97

ARTICLES OF INCORPORATION  
OF  
TALLAHASSEE POWER CENTER, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLE I - NAME

EFFECTIVE DATE  
9-22-97

The name of this corporation is Tallahassee Power Center, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o Marvin S. Rosen  
Ruden, McClosky, Smith, Schuster & Russell, P.A.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on September 22, 1997.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

#### ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### ARTICLE VII - INDEMNIFICATION

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

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Marvin S. Rosen  
Ruden, McClosky, Smith, Schuster & Russell, P.A.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, Florida 33401

#### ARTICLE IX - INCORPORATOR

The name and address of the individual signing these Articles are:

Marvin S. Rosen  
Ruden, McClosky, Smith, Schuster & Russell, P.A.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, Florida 33401

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall

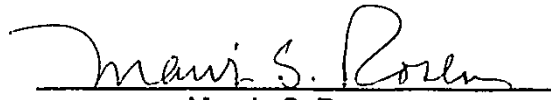
never be less than one (1). The name and address of the initial director of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Marvin S. Rosen	Ruden, McClosky, Smith, Schuster & Russell, P.A. 222 Lakeview Avenue, Suite 800 West Palm Beach, Florida 33401

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 22nd day of September, 1997.

  
Marvin S. Rosen

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 22nd day of September, 1997.

  
Marvin S. Rosen

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