

97000090583
MAILING NAME/ADDRESS: HOLLAND & KNIGHT OF MIAMI
701 BRICKELL AVE.
SUITE 3000
MIAMI

FL 33131

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HOLLAND & KNIGHT OF MIAMI
CONTACT: STEVEN H HAGEN
PHONE: (305)374-8500

ACCT#: 072203000603

FAX #: (305)789-7799

NAME: BIG POWER, INC.
AUDIT NUMBER.....H97000017487
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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FROM

FAX AUDIT NO.: H97000017487 4

ARTICLES OF INCORPORATION

OF

BIG POWER, INC.

The undersigned, acting as incorporator of BIG POWER, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is BIG POWER, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 6695 N.W. 36th Ave., Miami, Florida 33147.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the filing the date of the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

THIS INSTRUMENT WAS PREPARED BY:

J. Raul Coalo, Esq.
Fla. Bar No.: 503630
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

FAX AUDIT NO.: H97000017487 4

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is J. Raul Cosio.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are J. Raul Cosio, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 21st day of October, 1997.


J. Real Cotto, Incorporator

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(TUE) 10.21.97 16:14/RT. 16:08/NO. 3560721184 P. 4/5

FROM

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BIG POWER, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida has named J. Raul Cosio as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 21st day of October, 1997.


J. Raul Cosio, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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