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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: UNIVERSAL POWER OF MIAMI (UPM), INC.

AUDIT NUMBER.....H97000019284

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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Lidia spoke to client  
aware of Sim. corp name.  
in same area.

me 11/19/97

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

Universal Power of Miami (UPM), INC.

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

ARTICLE I  
NAME

The name of this corporation is Universal Power of Miami (UPM), INC.

ARTICLE II  
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III  
STOCK

This corporation shall be authorized to issue 1,000 shares of capital stock, at a par value of \$1.00 per share. All of said stock shall be payable in cash; property, real or personal; or labor or services in lieu of cash, at a just valuation, to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid.

Prepared by Shomar Accounting & Tax Services, P.A.  
5190 N.W. 167<sup>TH</sup> St., #111, Miami, FL 33014  
Ph: (305) 474-0086 Fax: (305) 474-0087

ARTICLE IV  
CORPORATE EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V  
CORPORATE ADDRESS

The street address of the initial principal office of this corporation is 1025-93 St. Suite 7, Bay Harbour Island, FL. 33154 with the privilege of having its offices and branch offices at other places within or without the state of Florida.

ARTICLE VI  
INCORPORATOR

The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Shomar	17439 N.W. 66 Ct. Miami, FL. 33015

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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 names and addresses of the initial directors of this corporation are:

President, Elmostafa Mchatet, 1025-93 St. Suite 7, Bay Harbour Island, FL 33154.

Vice-president, Hamid Mchatet, same as above.

Secretary, Elmostafa Mchatet, same as above.

Treasurer, Hamid Mchatet, same as above.

ARTICLE VIII  
REGISTERED AGENT

The initial registered agent of this corporation shall be Joseph Shomar and the street address of the initial registered office of this corporation is 17439 N.W. 66 Ct. Miami, FL. 33015.

ARTICLE IX  
ACCOUNTING YEAR

This corporation shall have a calendar year starting January 1st and ending December 31.

ARTICLE X  
AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 16<sup>th</sup> day of November, 1997.

  
Joseph Shomar

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

First--that Universal Power of Miami (UPM), INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida has named Joseph Shomar located at 17439 N.W. 66 Ct., Miami, FL. 33015; Telephone: (305) 828-2284; city of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

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

By:   
(Resident Agent)

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