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TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EMPOWER AMERICA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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DIVISION OF CORPORATION

K. Rolfe JAN 22 1998

Examiner's Initials

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

EMPOWER AMERICA, INC.

THE UNDERSIGNED SUBSCRIBER (S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON (S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I – CORPORATE NAME

THE CORPORATE NAME OF THE CORPORATION IS:

EMPOWER AMERICA, INC.

ARTICLE II – PRINCIPAL OFFICE

7220 N.W. 36 ST. STE 609

ARTICLE III – PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV – CAPITAL STOCK

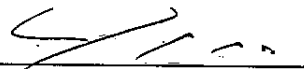
THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED SHARES (500) OF ONE DOLLAR (S) \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES". TO BE DISTRIBUTED AS FOLLOW: MANUEL C. & JUANA M. CASTANEDO 33.33%, OSCAR J. GARCIA-VILLALTA 33.33%, RONALD H. & MARTHA ROTHaus 33.33%.

ARTICLE V – INITIAL REGISTER OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTER AGENT OF THIS CORPORATION IS:

NAME	: JUANA M. CASTANEDO
ADDRESS	: 7220 N.W. 36 ST. STE 609
CITY/STATE	: MIAMI, FL. 33166

I JUANA M. CASTANEDO HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTER AGENT FOR SAID CORPORATION.

 (SEAL)
JUANA M. CASTANEDO

ARTICLE VI – INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE FIVE (5) DIRECTOR (S) 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 (1). THE NAMES AND ADDRESS OF THE INITIAL DIRECTOR (S) OF THE CORPORATION ARE AS FOLLOWS:

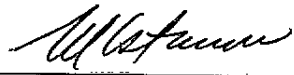
NAME	: MANUEL C. CASTANEDO	TITLE: VICE PRESIDENT
ADDRESS	: 7220 N.W. 36 ST. STE 609	
CITY/STATE	: MIAMI, FL. 33166	
NAME	: JUANA M. CASTANEDO	TITLE: SECRETARY
ADDRESS	: 7220 N.W. 36 ST. STE 609	
CITY/STATE	: MIAMI, FL. 33166	
NAME	: MARTHA ROTH AUS	TITLE: TREASURER
ADDRESS	: 7220 N.W. 36 ST. STE 609	
CITY/STATE	: MIAMI, FL. 33166	
NAME	: RONALD H. ROTH AUS	TITLE: VICE PRESIDENT
ADDRESS	: 7220 N.W. 36 ST. STE 609	
CITY/STATE	: MIAMI, FL. 33166	
NAME	: OSCAR J. GARCIA-VILLALTA	TITLE: PRESIDENT
ADDRESS	: 7220 N.W. 36 ST. STE 609	
CITY/STATE	: MIAMI, FL. 33166	

ARTICLE VII – INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON (S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME	: MANUEL C. CASTANEDO
ADDRESS	: 7220 N.W. 36 ST. STE 609
CITY/STATE	: MIAMI, FL. 33166
NAME	: JUANA M. CASTANEDO
ADDRESS	: 7220 N.W. 36 ST. STE 609
CITY/STATE	: MIAMI, FL. 33166
NAME	: MARTHA ROTH AUS
ADDRESS	: 7220 N.W. 36 ST. STE 609
CITY/STATE	: MIAMI, FL. 33166
NAME	: RONALD H. ROTH AUS
ADDRESS	: 7220 N.W. 36 ST. STE 609
CITY/STATE	: MIAMI, FL. 33166
NAME	: OSCAR J. GARCIA-VILLALTA
ADDRESS	: 7220 N.W. 36 ST. STE 609
CITY/STATE	: MIAMI, FL. 33166

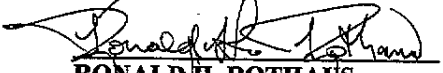
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER (S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 30TH DAY OF DECEMBER, 1997



MANUEL C. CASTANEDO (SEAL)



JUANA M. CASTANEDO (SEAL)



RONALD H. ROTH AUS (SEAL)



MARTHA ROTH AUS (SEAL)

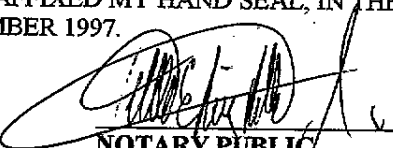


OSCAR J. GARCIA-VILLALTA (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **MANUEL C. CASTANEDO, JUANA M. CASTANEDO, MARTHA ROTH AUS, RONALD H. ROTH AUS, OSCAR J. GARCIA-VILLALTA**. KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO WEXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THESE ARTICLES OF INCORPORATION.

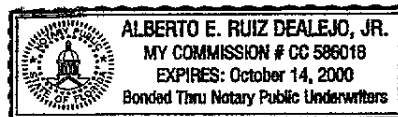
IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND SEAL, IN THE STATE AND COUNTY AFORSAID THIS 30TH DAY OF DECEMBER 1997.



NOTARY PUBLIC

MY COMMISSION EXPIRES:

SEAL



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA