

P98000014843

Creager & Co.
1949 Pierce St.
Hollywood, FL 33020
954-922-4576

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

000002429960--4
-02/13/98--01031--008
*****70.00 *****70.00

Date: February 11, 1998

Re: Power Shift International, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation and my check in the amount of \$ 70.00. This amount represents filing fee and registered agent fee.

Thank You,


Duncan Creager

FILED
98 FEB 13 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

! B. BROCK FEB 16 1998

ARTICLES OF INCORPORATION

OF

Power Shift International, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

Power Shift International, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10817 SW 188 St.
Miami, FL 33157

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 shares of no-par-value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Duncan Creager
1949 Pierce St.
Hollywood, FL 33020

ARTICLE V: INITIAL BOARD OF DIRECTORS

The names and street address of the initial directors of the corporation are as follows:

Richard Sanchez
10817 SW 188 St.
Miami, FL 33157

Gunther Steen
10817 SW 188 St.
Miami, FL 33157

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TALLAHASSEE, FLORIDA

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ARTICLE VI: INCORPORATORS

The names and street address of the incorporator to these Articles of Incorporation are:

Duncan Creager
1949 Pierce St.
Hollywood, FL 33020

The undersigned incorporator has executed this Article of Incorporation this 11 Day of February 1998.

A handwritten signature in dark ink, appearing to read "Duncan Creager", is written over a horizontal line.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following designation of registered agent/registered office in the State of Florida:

1. The name of the corporation is:

Power Shift International, Inc.

2. The name and address of the registered agent and office are:

Duncan Creager
1949 Pierce St.
Hollywood, FL 33020

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT ON THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

 2/11/98
Date

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98 FEB 13 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA