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LAW OFFICE
KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

1970 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

ALAN J. KLUGER
ABBEY L. KAPLAN
STEVEN I. PERETZ
HOWARD J. BERLIN
STEVE I. SILVERMAN
BRUCE A. KATZEN
MARCIA SOTO
ANDREW P. GOLD
LESLIE ROBERT EVANS
ALYNE WRUBEL KAPLAN
KAREN EVANS
PAUL L. ORSHAN
MICHAEL D. EHRENSTEIN

2255 GLADES ROAD
SUITE 414 EAST
BOCA RATON, FLORIDA 33431

MIAMI: (305) 379-9000
BROWARD: (305) 728-8100
BOCA RATON: (407) 997-8899
MIAMI FAX: (305) 379-3428
BOCA RATON FAX: (407) 997-8778

KIMBERLY D. KOLBACK
MICHAEL B. CHESAL
CRAIG T. GALLE
DONNA E. MILLER
RONNY J. HALPERIN
GARY A. LEVINSON
TODD A. LEVINE
DEBORAH B. TALENFELD
MICHAEL S. PERSE
MICHAEL J. FEUERMAN

REPLY TO:
Miami

JAMES R. LONGACRE
OF COUNSEL

March 23, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/25/98-01034-001
*****70.00 *****70.00

Re: PowerMatch, Incorporated

Dear Sir or Madam:

Enclosed please find the following documents to incorporate the above-referenced entity:

- Articles of Incorporation
- Certificate of Registered Agent of PowerMatch, Incorporated.

Enclosed is our firm's check in the amount of \$70.00 which represents the filing fee to file the enclosed Articles.

Thank you for your assistance in this matter, and please do not hesitate to contact us if you have any questions.

Very truly yours,
KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

Ronny J. Halperin
RONNY J. HALPERIN

FILED
98 MAR 25 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RJH/lg
Enclosures

ARTICLES OF INCORPORATION

OF

POWERMATCH, INCORPORATED

FILED
98 MAR 25 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is PowerMatch, Incorporated.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are both c/o Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Ronny J. Halperin. The street address of the corporation's initial registered office is c/o Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ronny J. Halperin, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.A., 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of March, 1998.



Renny J. Halperin

CERTIFICATE OF REGISTERED AGENT

OF

POWERMATCH, INCORPORATED

Pursuant to Section 620.05 of the Florida Revised Uniform Limited Partnership Act, the following is submitted, in compliance with said Act:

That Powermatch, Incorporated, desiring to organize under the laws of the State of Florida with its principal office c/o Kluger, Peretz, Kaplan & Berlin, P.A. , 201 So. Biscayne Blvd., Miami Center 1700, Miami, 33131, County of Dade, State of Florida, has name Ronny J. Halperin, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Dated this 23 day of March, 1998.



98 MAR 25 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED