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TRANSMITTAL LETTER FOR FLORIDA CORPORATION
ARTICLES OF INCORPORATION

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-07/02/98--01077--002
****122.50 ****122.50

SUBJECT: Power Partners Capital Corp.
(Proposed Florida Corporation name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of Incorporation of Power Partners Capital Corp.:

\$122.50 Filing Fee for Articles of Organization and Affidavit

FROM: Don R. Boswell
Name (Printed or typed)
2875 S. Ocean Boulevard, Suite 200-33
(Address)
Palm Beach, Florida 33480
City, State & Zip
(561) 547-3903
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 2:56

ARTICLES OF INCORPORATION
OF
POWER PARTNERS CAPITAL CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 2:56

I. NAME

The name of the Corporation is POWER PARTNERS CAPITAL CORP.

II. DURATION

The term of existence of the corporation is perpetual.

III. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 6801 Lake Worth Road, Suite 307, Lake Worth, Florida 33467. The mailing address of the corporation is the same.

IV. REGISTERED OFFICE

The location and address of the corporation's initial registered office in this State is c/o Akers & Boswell, P.A., 2875 South Ocean Blvd., Suite 200-33, Palm Beach, Florida 33480. The initial registered agent at the registered office is Don R. Boswell.

V. AUTHORIZED SHARES

The corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 a share.

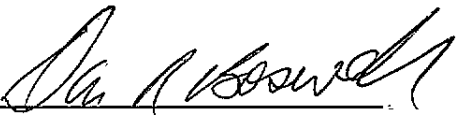
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VI. INCORPORATORS

The name and address of the incorporator is:

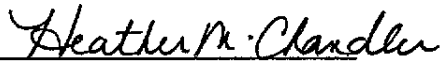
Don R. Boswell
Akers & Boswell, P.A.
2875 South Ocean Blvd., Suite 200-33
Palm Beach, Florida 33480
(561) 833-9600; Fax (561) 547-3955

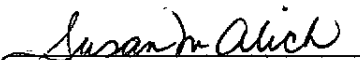
IN WITNESS WHEREOF, I have hereunto subscribed my name
this 1st day of July, 1998.


Don R. Boswell
2875 South Ocean Blvd., Suite 200-33
Palm Beach, FL 33480

Signed, sealed and delivered
in the presence of:

Witnesses:

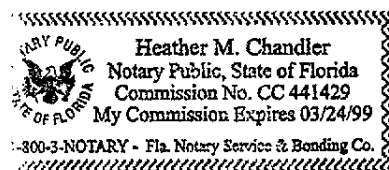

Heather M. Chandler


Susan M. Alich

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)


The foregoing instrument was acknowledged before me this
1st day of July, 1998, by Don R. Boswell, who is personally
known to me and who did take an oath.


Heather M. Chandler
Notary Public-State of Florida



ACCEPTANCE OF REGISTERED AGENT

I, DON R. BOSWELL, do hereby accept the designation of
Registered Agent for **POWER PARTNERS CAPITAL CORP.**

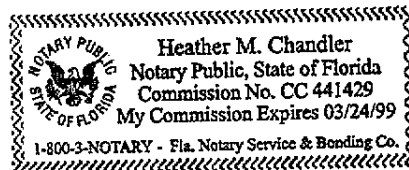

Don R. Boswell

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

1st The foregoing instrument was acknowledged before me this day of July, 1998 by Don R. Boswell, who is personally known to me, and who did take an oath.

Heather M. Chandler
Heather M. Chandler
Notary Public-State of Florida

My Commission Number is:



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