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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-08/24/98--01050--004
****122.50 ****122.50

SUBJECT: *POWERHOUSE ADVERTISING, INC.*

ENCLOSED PLEASE FIND A COMPLETED ORIGINAL AND ONE COPY OF THE
ARTICLES OF INCORPORATION AND CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE FOR THE ABOVE NAMED
CORPORATION AND A CHECK IN THE AMOUNT OF \$122.50.

FROM:
BARRY BRAHM
1761 HARBORSIDE CIRCLE
WELLINGTON, FLORIDA 33414

PHONE: (561)795-4574

FILED
98 AUG 24 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-25-98
MBM

ARTICLES OF INCORPORATION
OF
POWERHOUSE ADVERTISING, INC.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation is:

POWERHOUSE ADVERTISING, INC.

ARTICLE II. ADDRESS

The address of the corporation shall be:

1761 Harborside Circle
Wellington, Florida 33414

ARTICLE III. NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is any business or business activity permitted under the laws of the state of Florida and of the United States of America.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is three thousand shares of common stock with a par value of one dollar per share.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation in the State of Florida is:

Barry Brahm
1761 Harborside Circle
Wellington, Florida 33414

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time, by by-laws adopted by the shareholders, but shall never have less than one director.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the first members of the board of directors are:

Barry Brahm 1761 Harborside Circle, Wellington, Florida 33414

ARTICLE IX. INCORPORATORS

The names and addresses of the incorporators of these articles of incorporation are:

Barry Brahm 1761 Harborside Circle, Wellington, Florida 33414

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of director, proposed to them by the shareholders, and approved by the shareholders at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I HAVE MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION THIS 20 DAY OF August 1998.

Barry Brahm
Barry Brahm

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Barry Brahm, to me known to be the person described as incorporator in and who executed the foregoing articles of incorporation, acknowledged before me that they subscribed to these articles of incorporation.

WITNESS MY HAND AND SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 20 DAY OF August 1998.

MY COMMISSION EXPIRES:

Conni J. Alvaroe
Notary Public

Conni J. Alvaroe



CONNIE J. ALVAROE
COMMISSION # CC 449724
EXPIRES JUN 3, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

POWERHOUSE ADVERTISING, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

***BARRY BRAHM
1761 HARBORSIDE CIRCLE
WELLINGTON, FLORIDA 33414***



Signature

Title: PRESIDENT

8/20/98

Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH ALL 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.



Signature

8/20/98

Date