

TRI-CITY LAW CENTER, P.A.

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August 28, 1998

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Prime Mover Energy Corp.

Dear Sirs:

Enclosed please find an original and one copy with SASE of the Articles of Incorporation of the above corporation. Also enclosed is a check for \$122.50 for payment of the following:

\$35.00 filing fee
\$35.00 for designation of registered agent
\$52.50 for certified copy

Please return a certified copy of the enclosed Articles in the enclosed envelope.

Very truly yours,


Jay C. Salyer, Jr.

JS/ds
enc.

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98 AUG 31 PM 12:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
PRIME MOVER ENERGY CORP.**

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THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, and competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **PRIME MOVER ENERGY CORP.** a corporation for profit.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be:

1060 Sunset Strip Ste. C
Sunrise, Florida 33313

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock with a par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1060 Sunset Strip Ste. C, Sunrise, Fl. 33313 and the name of the initial registered agent of this corporation at that address is Jay C. Salyer, Jr.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

R. J. Bonneau
1060 Sunset Strip Ste. C
Sunrise, Florida 33313

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but in no event shall be less than one. The name and address of the initial Board of Directors of this corporation are: Jay C. Salyer, Jr. 1060 Sunset Strip Ste. C, Sunrise, Fl. 33313, and R.J. Bonneau, 1060 Sunset Strip Ste. C, Sunrise, Fl. 33313.

ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - BY-LAWS

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

ARTICLE XIV - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XV - SHAREHOLDER QUORUM AND VOTING

Fifty (50%) percent of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XVII - RESTRICTIONS ON TRANSFER OF STOCK

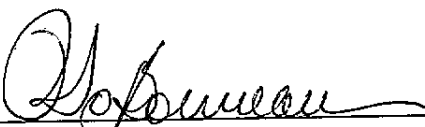
Shares of capital stock of this corporation shall be issued initially in such amounts as may be determined by the Board of Directors.

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XVIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors and/or 10% of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the _____ day of August, 1998.



R.J. Bonneau, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared R.J. Bonneau, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that ____ executed the same, that I relied upon the following form of identification of the

above-named person: KEA DRUMS LLC and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 28 day of August, A.D. 1998.

(Notary Rubber Stamp Seal)



[Signature]
Notary Signature

JAY C. SALYER, JR.

Printed Notary Signature

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with § 607.0501, Florida Statutes, the following is submitted.

First that **PRIME MOVER ENERGY CORP.** desiring to organize or qualify under the laws of the State of Florida, has named:

Jay C. Salyer, Jr., 1060 Sunset Strip Ste. C. Sunrise, Fl. 33313 as its agent to accept service of process within Florida.

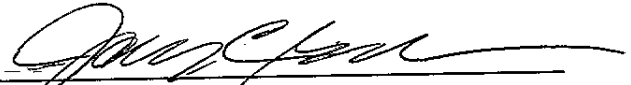
Dated this _____ day of August, 1998.

PRIME MOVER ENERGY CORP.

By: [Signature]
R.J. Bohneau, President

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree

to comply with the provisions of all Statutes relative to the proper performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.


Jay C. Salyer, Jr.

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