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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: BATTERYWEB, INC.

AUDIT NUMBER.....H98000018999

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

BATTERYWEB, INC.SECRETARY OF STATE
TALLAHASSEE, FLORIDA

④

I the undersigned sole subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby endeavor to establish a Florida corporation for profit.

ARTICLE I.

The name of this corporation shall be:
BatteryWeb, Inc.

ARTICLE II.

The corporation may engage in any or all lawful business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be One Thousand Shares (1,000) of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE IV.

The street address of the corporation's initial registered office and principal place of business shall be 11100 Northwest South River Drive, Miami, Florida 33178. The name of the corporation's initial registered agent at this address shall be David A. Mead. The principal place of business is 11100 Northwest South River Drive, Miami, Florida 33178.

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ARTICLE V.

This corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is David A. Mead of 11100 Northwest South River Drive, Miami, Florida 33178.

EXECUTION

Being the sole incorporator, I hereby execute these Articles of Incorporation.


David A. Mead

ACKNOWLEDGMENT

In witness whereof, I hereunto set me hand and seal this 9th day of October, 1998.


David A. Mead

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ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.



David A. Mead

State of Florida)
County of Broward)

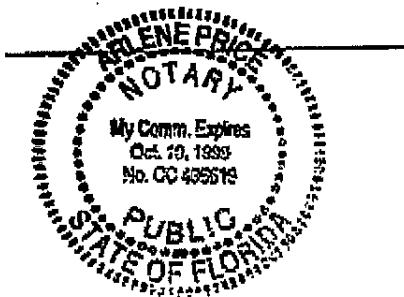
I hereby certify on this 9th day of October, 1998, personally appeared before the undersigned authority, David A. Mead to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.



Notary Public

My commission expires:



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