

P98000106948**Florida Department of State**

Division of Corporations

Public Access System

Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000024102 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE1-1-99**From:**

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 28 AM 11:30

FILED

FLORIDA PROFIT CORPORATION OR P.A.**POWERS CONSULTING SERVICES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

m 12/28/98

H98-24102

EFFECTIVE DATE
1-1-99

FILED

98 DEC 28 AM 11:30

ARTICLES OF INCORPORATION
OF
POWERS CONSULTING SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Powers Consulting Services, Inc. and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3923 Lake St. George Dr., Palm Harbor, FL 34684 or such other place as from time to time is designated.

ARTICLE III - SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial Registered Office of this corporation is 3923 Lake St. George Dr., Palm Harbor, FL 34684. The name of the initial registered agent of this corporation at that address is James D. Powers.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

H98-24102

H98-24102

ARTICLE V - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

James D. Powers
3923 Lake St. George Dr.
Palm Harbor, FL 34684

ARTICLE VI - EFFECTIVE DATE

The effective date of the corporation shall be January 1, 1999.

ARTICLE VII - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE VIII - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

James D. Powers, President and Director
3923 Lake St. George Dr.
Palm Harbor, FL 34684

ARTICLE IX - BY-LAWS

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

H98-24102

H98-24102

IN WITNESS WHEREOF, James D. Powers has hereunto executed these Articles of Incorporation this 28th day of December, 1998.


James D. Powers

H98-24102

H98-24102

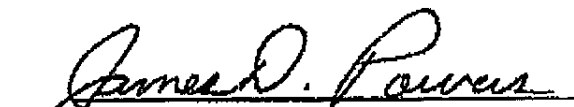
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AN AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to Florida Statute, the following is submitted:

That Powers Consulting Services, Inc., organized under the laws of the State of Florida, with its principal place of business being 3923 Lake St. George Dr., Palm Harbor, FL 34684, has named James D. Powers, 3923 Lake St. George Dr., Palm Harbor, FL 34684 as its registered agent to accept process within this State.

Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.


James D. Powers
3923 Lake St. George Dr.
Palm Harbor, FL 34684

FILED
98 DEC 28 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98-24102