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LEROY ALLEN (1902-1975)

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JOHN R. TRINKLE, JR. (1928-1991)

GARY M. WITTERS (1931-1998)

AUTOMATIC TELECOPIER
(813) 229-6682

March 11, 1999

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

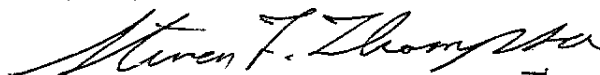
Re: **POWERHOUSE DEVELOPMENT & CONSTRUCTION, INC.**

Gentlemen:

Enclosed for filing please find the original and one copy of Articles of Incorporation, the original and one copy of the Designation and Acceptance of Registered Agent, and our check in the amount of \$78.75 for the filing fee and return of a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and return a certified copy to me at your earliest convenience. Thank you for your cooperation and should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,


Steven F. Thompson, Esquire

SFT/sjw
Enclosures

FILED
99 MAR 16 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/23/99

ARTICLES OF INCORPORATION
OF
POWERHOUSE DEVELOPMENT & CONSTRUCTION, INC.

FILED
99 MAR 16 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - Name and Address

The name of the Corporation is POWERHOUSE DEVELOPMENT & CONSTRUCTION, INC.

ARTICLE II - Principal Office

The principal office or the mailing address of the Corporation is 2803 Morrison Avenue, Tampa, Florida 33629, subject to change and relocation by the Board of Directors.

ARTICLE III - Registered Office and Agent

The street address of the initial registered office of the Corporation is Allen, Dell, Frank & Trinkle, P.A., 101 East Kennedy Blvd., Suite 1240, Tampa, Florida 33601, and the name of the initial registered agent at such address is Steven F. Thompson, Esquire

ARTICLE IV - Duration of the Corporation

The duration of the Corporation is perpetual. The corporate existence is to commence at the date and time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE V - Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Mark W. House	2803 Morrison Avenue Tampa, Florida 33629

ARTICLE VI - Capitalization

The aggregate number of shares which the Corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE VII - Directors

The number of Directors constituting the Corporation's Initial Board of Directors is one (1).
The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Mark W. House	2803 Morrison Avenue Tampa, Florida 33629

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

ARTICLE IX- Amendment

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

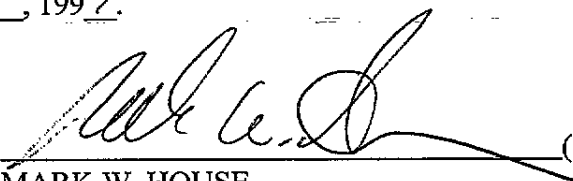
A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

B. All the directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

C. The shareholders may amend or appeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or

D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 7th day of March, 1999.



MARK W. HOUSE (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5th day of March
1999, by Mark W. House, who is personally known to me or who has produced FLA. DL
_____ as identification.

Ellen H. Adamson

Signature of Notary Public

ELLEN H ADAMSON

My Commission CC503359

Expires Oct. 18, 1999

Notary Public's Name Printed

State of Florida at Large

My Commission Expires:

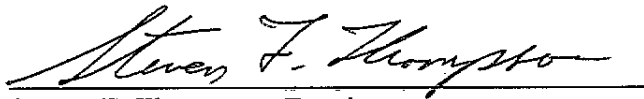
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE §607.0501, 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 Development & Construction, Inc.**
2. The name and address of the Registered Agent and Registered Office is:

**Steven F. Thompson, Esquire
Allen, Dell, Frank & Trinkle, P.A.
101 E. Kennedy Boulevard, Suite 1240
Tampa, Florida 33602**

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 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.


Steven F. Thompson, Esquire

Date: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA