

P99000029703

Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : FERNAND LAMOTHE, INC.
Account Number : 105057001570
Phone : (954)768-9548
Fax Number : (954)768-9775

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

POWER GROUP INVESTMENTS INC.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$70.00 |

W-7692

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FAX AUDIT # H99000007619.2

ARTICLES OF INCORPORATION
OF
POWER GROUP INVESTMENTS INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes 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 "POWER GROUP INVESTMENTS INC."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721 S.E. 17TH STREET, FORT LAUDERDALE, FL 33316.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Five millions (5,000,000) shares of Common stocks class "A" at \$1.00 per share value. Fifteen millions (15,000, 000) shares of Common stocks class "B" at 0.001 per share value.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 768 9548

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, Chartered Accountant, 721 S.E. 17th Street, Fort Lauderdale, Florida 33316.

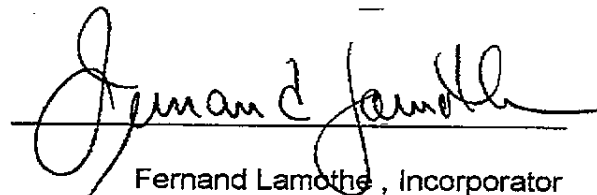
ARTICLE VI INCORPORATOR

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

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street, Fort Lauderdale,
Florida, 33316

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Director is, DIANE BELVAL, President and Secretary, 20 Des Roitelets, St-Basile Le Grand, J3M 1S4, Québec, Canada.

The undersigned has executed these Articles of Incorporation this 31th day of March, 1999.


Fernand Lamothe, Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 31, 1999.


FERNAND LAMOTHE
Registered Agent

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