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Department of State  
Division of Corporations  
P.O. Box 16327  
Tallahassee, FL 32314

Enclosed please find check for \$78.75 and the Articles of  
Incorporation for Boyd & Powers, Inc.

Sincerely,

EFFECTIVE DATE  
4-27-99

Michael Powers

LEVENTHAL AND GIARRACCO & CO.  
Certified Public Accountants

~~8396 State Road 84~~  
~~Ft. Lauderdale, FL 33324~~

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FILED  
99 APR 29 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Boyd & Powers, Inc.

**EFFECTIVE DATE**  
4-27-99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

Name

The name of the corporation is Boyd & Powers, Inc.; and the principal address shall be, 1650 NE 26th Street, Suite 203, Ft. Lauderdale, FL 33305.

Article II

Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledge, except that if they are not filed by the Department of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledge, corporate existence shall commence upon filing by the Department of the State.

Article III

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

## Article V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1650 NE 26th Street, Suite 203, Ft Lauderdale, FL 33305, and the name of the initial registered agent of this corporation at that address is Michael Powers.

## Article VI

### Director

(a) Number. This corporation shall have one (2) initially. The number of directors may be increased or diminished from time to time by the bylaws, but never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation are:

Name	Address
Michael Powers	1650 NE 26th Street Ste 203 Ft. Lauderdale, FL 33305
Kevin Boyd	5 Coventry Way Wilton Manors, FL 33305

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employee and agents to the full extent permitted by law.

## Article VII

The initial bylaws of this corporation shall be adopted by the directors. By laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

Incorporator

Michael Powers  
1650 NE 26th Street #203  
Ft. Lauderdale, FL 33305

Article IX

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 27th day of April 1999.

A handwritten signature in cursive script that reads "Michael Powers". The signature is written in dark ink and is positioned above a horizontal line.

Michael Powers  
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates Michael Powers, 1650 NE 26th Street, Suite 203, Ft Lauderdale, FL 33305, as its Registered Agent to accept service of process with the state.

  
Michael Powers

THE UNDERSIGNED hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

  
Michael Powers

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