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FLORIDA PROFIT CORPORATION OR P.A.

~~POWER RESOURCES INC.~~

THE POWER CONNECTION INC.

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B. McKnight MAY 10 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 1999

ACE

SUBJECT: ~~POWER RESOURCES INC.~~
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THE CONFLICT IS POWER RESOURCES, INC. DOC #S69554.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H99-11041

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: THE POWER CONNECTION INC.

Address of Corporation: 1890 S. OCEAN DRIVE, APT. 305E
HALLANDALE, FL 33009

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$0.01.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: LINDA OIKNINE

REGISTERED OFFICE: 1890 S. OCEAN DRIVE, APT. 305E
HALLANDALE, FL 33009

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

05 / 07 / 99
Date


Signature of Registered Agent

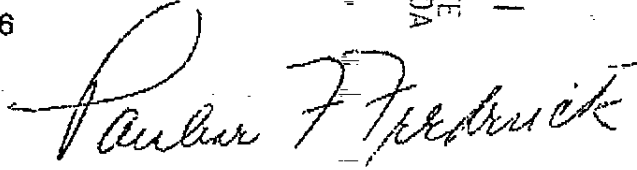
Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. PAULINE FREDERICK, 777 W. GERMANTOWN PIKE, APT. 516, PLYMOUTH MEETING, PA 19462.
2. LINDA OIKNINE, 1890 S. OCEAN DRIVE, APT. 305E, HALLANDALE, FL 33009
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

PAULINE F. FREDERICK
777 W. GERMANTOWN PIKE, APT. 516
PLYMOUTH MEETING, PA 19462

In witness whereof, I have subscribed my name:


Signature of Incorporator

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TALLAHASSEE FLORIDA

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571