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December 1, 1999

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*****78.75 *****78.75


Secretary of State
Division of Corporation
409 Gains Street
Tallahassee, Florida 32399

Re: SOURCE POWER OF FLORIDA, INC.

To whom it may concern:

Enclosed please find Articles of Incorporation and check in the amount of \$78.75 as filing fees payable to the Secretary of State.

Very truly yours,


Marcos Ruiz

2729 SW 9 Avenue
Miami, Florida 33129

Enc.

FILED
99 DEC -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SOURCE POWER OF FLORIDA, INC.

FILED
99 DEC -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I-NAME

The name under which this corporation will conduct its business and be known and recognized is:

SOURCE POWER OF FLORIDA, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: **100 shares no par value.**

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V.- ADDRESS

The initial place of business address of this corporation in the State of Florida is: **2725 SW 9 AVENUE, MIAMI, FLORIDA 33129**

The registered office address for this corporation in the State of Florida will be: 2725 SW 9 AVENUE, MIAMI, FLORIDA 33129

Its registered agent: MARCOS RUIZ

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII. - DIRECTORS

This corporation shall have four (4) Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or

invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interest in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLES VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name**Address****MARCOS RUIZ****2725 SW 9 AVENUE, MIAMI, FL 33129****OSCAR RUIZ****2725 SW 9 AVENUE, MIAMI, FL 33129****FELIX GURRUCHAGA****9211 SW 138 PLACE, MIAMI, FL 33126****MARIANO A. GONZALEZ****16925 SW 122 AVENUE, MIAMI, FL 33157****ARTICLE IX. - SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation is:

Name**Address****MARCOS RUIZ****2725 SW 9 AVENUE, MIAMI, FL 33129**

ARTICLE X ACQUISITION OF STOCK

If the holder of any share or shares of the stock of this corporation desires to dispose of the same or any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first given the corporation the right to purchase such stock at book value. Said notice shall be given in writing by the person desiring to dispose of such stock to the corporation and the corporation shall have 15 days in which to exercise its right to purchase. In the event, that the corporation fails to exercise its right to purchase, such holder of any share or shares of the capital stock desiring to dispose of the same, shall not transfer or otherwise dispose of the same to any person unless and until he has first given the stockholders of the corporation the right to purchase the same as herein provided. The stockholder so desiring to dispose of all or any part of his stock, shall give written notice of such desire to each of the other stockholders of the corporation at their address as shown on the books of the corporation, stating the number of shares he desires to sell. Each of the other stockholders shall be entitled to purchase an equal amount of the stock so offered for sale at book value

within 15 days after the service of such notice upon the last stockholder to be served. In the event that any one or more of the other stockholders does not desire to purchase his share of the stock offered for sale, his or their right to purchase shall inure to the benefit of the remaining other stockholders. In such notice to exercise their option to purchase the stock offered for sale, the other stockholders shall state the amount of such stock which they desire to purchase; and upon receipt of such notice of intention to purchase, the stockholder offering the stock for sale shall forthwith sell, assigns, transfer and set over his share of stock to the stockholder or stockholders of whom the shares are so transferred in the proportioned amount requested by each, and the stockholders to whom the shares are so transferred shall at the same time, pay to the seller as and for the purchase price thereof, an amount equal to the book value of the stock at the time of such transfer.

In the event that only one of the other stockholders desires to exercise his option to purchase as provided for herein, such stockholder shall have the right to purchase the entire amount of stock offered for sale. In the event that two of the other stockholders elect to purchase only a portion of the stock to which he is

entitled, the remaining other stockholders shall have the right to purchase the balance of the stock to which he is entitled.

In the event that neither the corporation nor any of the stockholders shall elect to purchase such stock offered for sale, the holder thereof may sell and transfer the same within six (6) months from the date of giving such notice to such person at such price as he may see fit, providing the rest of the stockholders unanimously approve the sale to such person. Said person or persons acquiring the same shall in his or their turn hold such stock again subject to all the terms and conditions herein contained. If such sale be not made within said period of six (6) months, no sale shall be made without again giving notice and offering to the corporation and the other stockholders as herein provided.

Nothing herein contained shall be construed as preventing a stockholder from transferring his share of stock to any person, firm or corporation or trust with the consent of the stockholders at the first meeting of stockholders or upon written consent of all stockholders or at any other stockholder's meeting after notice has been given in writing to all of the other stockholders at their addresses as shown on the books of the corporation, advising the nature of the proposed transfer.

ARTICLE IX. - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 1 day of December, 1999.



MARCOS RUIZ

(SEAL)

FILED
99 DEC -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

That **SOURCE POWER OF FLORIDA, INC.**

desiring to organize under the laws of the State of Florida with

its principal office as indicated in the Articles of

Incorporation at City of Miami, County of Dade, State of Florida,

has named **MARCOS RUIZ**

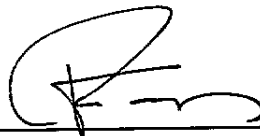
located at **2725 SW 9 AVENUE, MIAMI, FLORIDA 33129**

as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By



MARCOS RUIZ

REGISTERED AGENT