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(Address)

(City/State/Zip/Phone #)

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FILED
06 JUN -2 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
06 JUN -2 PM 2:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6/5/06

COOPER BYRNE, PLLC
 Requestor's Name
 3520 THOMASVILLE ROAD, SUITE 200
 Address
 TALLAHASSEE, FL 32309 850-553-4300
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Green Circle Bio Energy, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF INCORPORATION
OF
GREEN CIRCLE BIO ENERGY, INC.**

FILED
06 JUN -2 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be Green Circle Bio Energy, Inc.

ARTICLE II

Purpose

This Corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Charles L. Cooper, Jr. The address of the registered agent shall be 3520 Thomasville Road, Suite 200, Tallahassee, Florida 32309.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 228 Harrison Avenue, Suite 104, Panama City, Florida 32401.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of One Million (1,000,000) shares of voting common stock having a par value of Ten Cents (\$0.10) each.

ARTICLE VII
Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII
Directors

This Corporation shall have not less than one (1) director nor more than seven (7). The Board of Directors of the Corporation shall consist of all of the stockholders (or, if any stockholder is a corporation or other entity, such shareholder's duly authorized representative).

ARTICLE IX
Incorporator

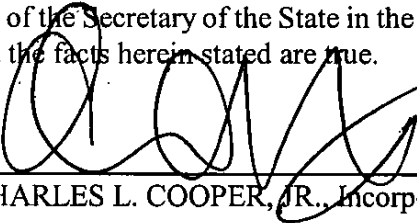
The name and address of the Incorporator is Charles L. Cooper, Jr., 3520 Thomasville Road, Suite 200, Tallahassee, Florida 32309.

ARTICLE X
Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

2nd IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this day of June, 2006, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.



CHARLES L. COOPER, JR., Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **GREEN CIRCLE BIO ENERGY, INC.**
2. The name and address of the registered agent and office is:

Charles L. Cooper, Jr.

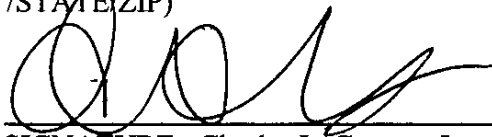
(NAME)

3520 Thomasville Road, Suite 200

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32309

(CITY/STATE/ZIP)

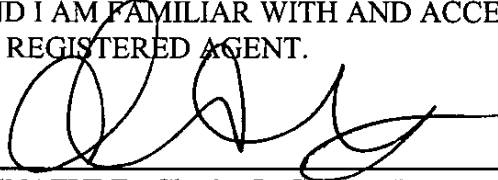


SIGNATURE: Charles L. Cooper, Jr.

TITLE Incorporator

DATE 6-2-06

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.



SIGNATURE: Charles L. Cooper, Jr.

DATE 6-2-06

REGISTERED AGENT FILING FEE: \$35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA