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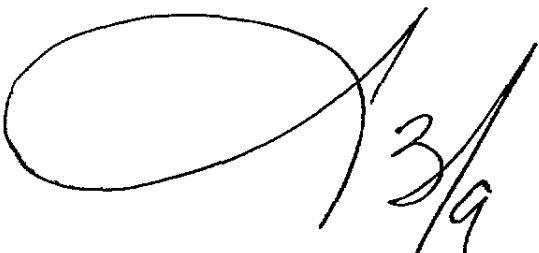
FOREIGN PROFIT/NONPROFIT CORPORATION
CARBON POWER USA CORP.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CARBON POWER USA CORP.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 54-2011528
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. September 25, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3752 SW 30th Avenue, Unit 4, Building 2, Ft. Lauderdale, FL 33312
(Principal office address)
1819 West Avenue, Bay #1, Miami Beach, FL 33139
(Current mailing address)

8. Marketing services/trading in solid fuels and other raw materials
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Intrastate Registered Agent Corporation

Office Address: 701 Brickell Avenue, Suite 3000

Miami, Florida 33131
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Intrastate Registered Agent Corporation

Francis Nicodet

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Luca Minna (Chief Executive Officer)

Address: 3752 SW 30th Avenue, Unit 4, Building 2

Ft. Lauderdale, FL 33312

Vice Chairman: _____

Address: _____

Director: Luca Minna

Address: 3752 SW 30th Avenue, Unit 4, Building 2

Ft. Lauderdale, FL 33312

Director: Laura Garrone

Address: 3752 SW 30th Avenue, Unit 4, Building 2

Ft. Lauderdale, FL 33312

B. OFFICERS

President: Laura Garrone

Address: 3752 SW 30th Avenue, Unit 4, Building 2

Ft. Lauderdale, FL 33312

Vice President: _____

Address: _____

Secretary: Laura Garrone

Address: 3752 SW 30th Avenue, Unit 4, Building 2, Ft. Lauderdale, FL 33312

Treasurer: Luca Minna

Address: 3752 SW 30th Avenue, Unit 4, Building 2, Ft. Lauderdale, FL 33312

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Luca Minna, Chief Executive Officer, Director and Treasurer

(Typed or printed name and capacity of person signing application)

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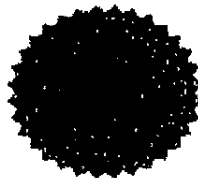
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARBON POWER USA CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARBON POWER USA CORP." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2000.

3292733 8300

060226637



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4575455

DATE: 03-08-06

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