

F11000000841

Florida Department of State
Division of Corporations
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FOREIGN PROFIT/NONPROFIT CORPORATION
PetroAlgae Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$1,020.00

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We were informed the fee should be 800 + 70 if submitted before March 1st

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2/25/11

2/15/2011



February 16, 2011

FLORIDA DEPARTMENT OF STATE

FLORIDA FILING & SEARCH SERVICES Division of Corporations

SUBJECT: PETROALGAE INC.
REF: W11000009302

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is M08000000292 PETROALGAE, LLC.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000040173
Letter Number: 211A00003977

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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. PetroAlgae Inc.
(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. 33-0301060
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 11, 2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/17/2008
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

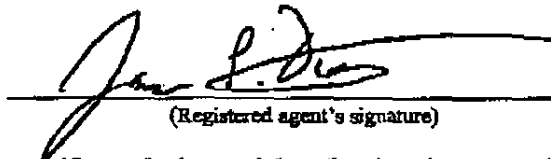
7. 1901 South Harbor City Blvd., Suite 300, Melbourne, FL 32901
(Principal office address)
1901 South Harbor City Blvd., Suite 300, Melbourne, FL 32901
(Current mailing address)

8. Any lawful business purpose.
(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 NOT acceptable)
Name: Jim Dietz
Office Address: 1901 South Harbor City Blvd., Suite 300
Melbourne, Florida 32901
(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.


(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.

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

A. DIRECTORS

Chairman: John ScottAddress: 1901 South Harbor City Blvd., Suite 300
Melbourne, FL 32901

Vice Chairman: _____

Address: _____

Director: Sayan NavaratnamAddress: 875 Third Avenue, 3rd Floor
New York, NY 10022Director: Isaac SzpilzingerAddress: 640 Grenville Avenue
Teaneck, NJ 07666

B. OFFICERS

President: Rob HarrisAddress: 1901 South Harbor City Blvd., Suite 300
Melbourne, FL 32901

Vice President: _____

Address: _____

Secretary: David SzostakAddress: 1901 South Harbor City Blvd., Suite 300Treasurer: Melbourne, FL 32901

Address: _____

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

13. [Signature]

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. DAVID P. SZOSTAK, CFO

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

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PETROALGAE INC." 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 FEBRUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PETROALGAE INC." WAS INCORPORATED ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2007.

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


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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8547845

DATE: 02-08-11