

FROM :

FAX NO :

JUN 31 2005 02:54PM P1

P1

Division of Corporations

(((H05000025662 3)))

Florida Department of State
Division of Corporations
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Account Number : I20030000107
Phone : (904) 567-1060
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FLORIDA NON-PROFIT CORPORATION

International Energy Advisory Council, Inc.

Certificate of Status	0
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FROM :

FAX NO. :

Jan. 31 2005 02:55PM P2

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**ARTICLES OF INCORPORATION
OF
INTERNATIONAL ENERGY ADVISORY COUNCIL, INC.**

**ARTICLE I
NAME**

The name of the not-for-profit corporation is International Energy Advisory Council, Inc. (the "Corporation").

**ARTICLE II
ADDRESS**

The mailing and street address of the principal office of the Corporation shall be 4600 Touchton Road, Bldg. 100, Suite 150, Jacksonville, Florida 32246.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The initial registered office of the Corporation shall be 4600 Touchton Road, Bldg. 100, Suite 150, Jacksonville, Florida 32246, and its initial registered agent at such office shall be Stephanie M. Jason.

**ARTICLE IV
PURPOSE, POWERS AND RIGHTS**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to (i) provide the services of an energy trade association, and (ii) engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act (the "Act").

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Act.

**ARTICLE V
DIRECTORS**

Members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than three.

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Jan. 31 2005 02:55PM P3

(((H05000025662 3)))

ARTICLE VI
INCORPORATOR

The name and mailing address of the incorporator of the Corporation is as follows:

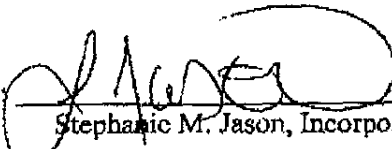
Stephanie M. Jason
4600 Touchton Road
Bldg. 100, Suite 150
Jacksonville, Florida 32246

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Incorporation on behalf of the Corporation in accordance with § 617.01201 of the Act.

Dated this 31 day of January, 2005.

INTERNATIONAL ENERGY ADVISORY
COUNCIL, INC.

By


Stephanie M. Jason, Incorporator

FROM :

FAX NO. :

Jan. 31 2005 02:55PM P4

(((H05000025662 3)))

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

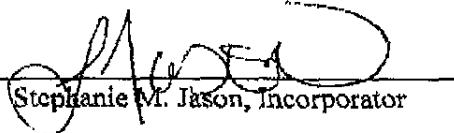
In compliance with Chapter 617, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

International Energy Advisory Council, Inc., desiring to incorporate under the laws of the State of Florida as a not-for-profit corporation pursuant to the Act, hereby designates Stephanie M. Jason as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4600 Touchton Road, Bldg. 100, Suite 150, Jacksonville, Florida 32246.

Dated this 31 day of January, 2005.

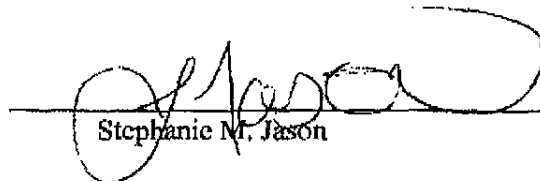
INTERNATIONAL ENERGY ADVISORY
COUNCIL, INC.

By:


Stephanie M. Jason, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to 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.

Dated this 31 day of January, 2005.


Stephanie M. Jason