

JACOBS & STRAUS, P.A.

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PAUL JACOBS
GERI SUE STRAUS

PHONE (561) 394-9099
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Handwritten signature: Paul Jacobs

January 18, 2000

VIA FEDERAL EXPRESS

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****122.50 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

RE: CAPITAL ENERGY GROUP, INC. - ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed please find an original and one copy of the executed Articles of Incorporation of CAPITAL ENERGY GROUP, INC. Also enclosed is a check in the amount of \$122.50 representing the filing fee and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience. I have also provided a self-addressed, stamped envelope for you to return the certified copy.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

JACOBS & STRAUS, P.A.

Handwritten signature: Paul Jacobs
Paul Jacobs

FILED
00 JAN 20 PM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PJ:lbv
encl.

PH 1/27/2000

ARTICLES OF INCORPORATION
OF
CAPITAL ENERGY GROUP, INC.

FILED
00 JAN 20 AM 8: 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CAPITAL ENERGY GROUP, INC., and the initial principal office and mailing address shall be 640 E. Ocean Ave., Suite 16, Boynton Beach, Florida 33435.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500.00) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and

the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 640 E. Ocean Ave., Suite 16, Boynton Beach, Florida 33435, and the name of the initial registered agent of this corporation at that address is PAUL DELDEO.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

PAUL DELDEO, 640 E. Ocean Ave., Suite 16, Boynton Beach, Florida 33435

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:


PAUL DELDEO, 640 E. Ocean Ave., Suite 16, Boynton Beach, Florida 33435


PAUL DELDEO

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

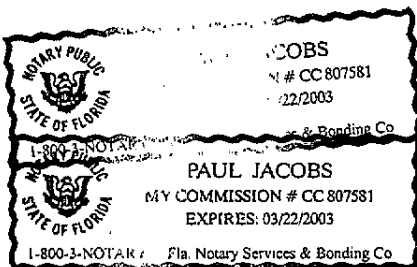
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, PAUL DELDEO, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18 day of January, 2000.



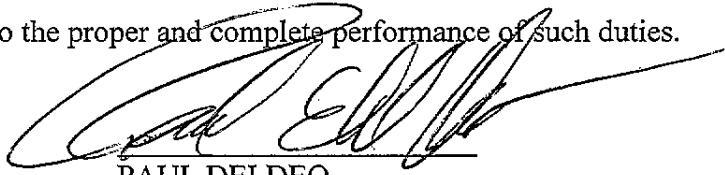
Notary Public
State of Florida at Large

My Commission Expires:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
CAPITAL ENERGY GROUP, INC.

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for CAPITAL ENERGY GROUP, INC., PAUL DELDEO hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


PAUL DELDEO

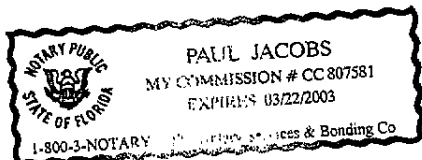
STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, PAUL DELDEO, known to me to be the person who executed the foregoing Certificate of Acceptance as Registered Agent, and he acknowledged before me that he executed that Certificate of Acceptance as Registered Agent for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18 day of January, 2000.


Notary Public
State of Florida at Large

My Commission Expires:



FILED
00 JAN 20 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA