

P000000046649  
SellEnergy.com, Inc.

May 1, 2000

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, FL 32314

500003242795--2  
-05/08/00-01105-013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To the Secretary of State:

Enclosed are the Articles of Incorporation for SellEnergy.com, Inc. and the \$70 filing fee for incorporation. Please return a filed, stamped copy of the Articles of Incorporation to the undersigned at the address as listed:

Kathleen C. Disch  
SellEnergy.com, Inc.  
1972 Kansas Ave. NE  
St. Petersburg, FL 33703

Thank you for your assistance.

Sincerely,

*Kathleen Disch*

Kathleen Disch

FILED  
00 MAY -8 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SELLENERGY.COM, INC.**

FILED  
00 MAY -8 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name and Mailing Address**

The name of this corporation shall be:

**SellEnergy.com, Inc.**

The address of the principal office and the mailing address of this corporation is:

1972 Kansas Avenue N.E.  
St. Petersburg, Florida 33703

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on the day of the filing of these Articles and shall have perpetual existence.

### **ARTICLE III**

#### **Purposes**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

### **ARTICLE IV**

#### **Powers**

The corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (1997), as may be amended from time-to-time.

### **ARTICLE V**

#### **Capital Stock**

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

## **ARTICLE VI**

### **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is:

**1972 Kansas Avenue N.E.  
St. Petersburg, Florida 33703**

and the name of the corporation's initial registered agent at such address is:

**Kathleen C. Disch**

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (1997), as may be amended from time-to-time.

## **ARTICLE VII**

### **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>Kathleen C. Disch</b>	<b>1972 Kansas Avenue N.E. St. Petersburg, Florida 33703</b>

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

## **ARTICLE VIII**

### **Incorporators**

The name and address of each incorporator of this corporation is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>Kathleen C. Disch</b>	1972 Kansas Avenue N.E. St. Petersburg, Florida 33703

## **ARTICLE IX**

### **Indemnification**

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (1997), as amended from time-to-time.

## **ARTICLE X**

### **Control Share Acquisitions**

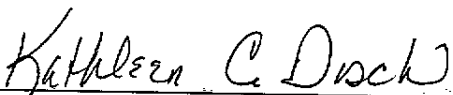
The corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (1997), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (1997).

**ARTICLE XI**

**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

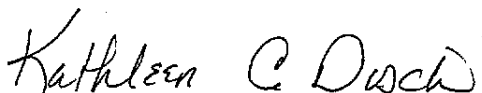
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
**Kathleen C. Disch**  
Incorporator

**Acceptance of Registered Agent**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (1997).

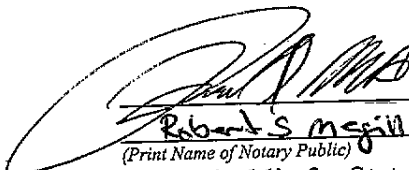
DATED this 24 day of April, 2000.

  
**Kathleen C. Disch**  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, on this 24<sup>th</sup> day of April, 2000, personally appeared **Kathleen C. Disch**, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed and who ( ) is personally known to me or (✓) produced a Florida Driver's License as identification. *File 200003556350*

WITNESS my hand and official seal the date aforesaid.

  
\_\_\_\_\_  
*Robert S. McGill*  
(Print Name of Notary Public)

Notary Public for State of Florida  
My Commission Expires:  
(SEAL)

