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December 12, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
00 DEC 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: **ENERGY FINANCIAL GROUP a (new) Florida corporation**
OUR FILE NO.: **2000-189M**

Gentlemen:

Enclosed herein please find certificate of incorporation for **ENERGY FINANCIAL GROUP, INC.**, a (new) Florida corporation, together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.


JOHN J. MURPHY III, ESQ.

JJM/lam

Enclosures

12-14-00
OK
12-14-00

ARTICLES OF INCORPORATION
ENERGY FINANCIAL GROUP, INC.

FILED
00 DEC 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is Energy Financial Group, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 3880 Sheridan Street, Hollywood, Florida 33021.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of buying, selling and otherwise dealing in or with, in any manner whatsoever, as broker, agent or principal, and on commission or otherwise, options and all other manner of contracts respecting the purchase, sale, or other disposition of shares, bonds, notes, mortgages, debentures, and other securities or any interest therein.

2. To acquire in any manner, subscribe for, purchase and invest in for cash or on margin, receive, hold, own, assign, transfer, sell or otherwise dispose of, endorse, create a security interest in, pledge, or otherwise deal in or with shares of stock and bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness (except bills of exchange) of any corporation, association, firm, individual, or government or subdivision thereof; to issue in exchange therefor shares of the capital stock, bonds, mortgages, debentures, notes, or other obligations of the Corporation or otherwise to make payment therefore in any lawful manner; to possess and exercise in respect thereof all the rights, powers, and privileges of individual owners or holders thereof, including the right to vote upon any thereof; insofar as a corporation of this character may lawfully do, to guarantee the payment of dividends upon shares or stock and the principal of and interest on bonds, mortgages, debentures, notes and other obligations, contracts, and evidences of indebtedness, and to aid in any other manner any corporation whose shares, bonds, or other obligations are held by the Corporation or in which the Corporation is in anywise interested; and to do anything for the preservation, protection, improvement, or enhancement of the value of any such shares, bonds, mortgages, debentures, notes, or other obligations, and to do anything designed for any such purpose.

3. To improve, manage, develop, sell, assign, transfer, lease, mortgage, create a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation, and from time to time to vary any investment or employment of funds of the Corporation.

4. To investigate and report with respect to, and to undertake, carry on, aid, assist, or participate in, the reorganization or liquidation of any corporation, association, or firm and for that purpose and to the extent then permitted corporations organized under the Business Corporation Law of the State of New York, to take charge of the property, manage the affairs, and conduct the business of any such corporation, association, or firm; and in connection with the foregoing, and on its own behalf, to purchase or otherwise acquire, hold, own, develop, improve, lease, exchange, sell, mortgage, grant a security interest in, convey, or otherwise dispose of and deal in and with lands and leaseholds and any interests and rights in real or personal property wheresoever situated, and also any franchises, rights, licenses, or privileges necessary or appropriate for any of the purposes herein expressed.

5. To purchase or otherwise acquire the goodwill, rights, property and franchises and to take over as a going concern the whole or any part of the assets and liabilities of any person, firm, association, or corporation engaged in the same or similar business, and to hold or in any manner dispose of the whole or any part of the property so acquired; to merge or consolidate with any corporation in such a manner as may be permitted by law; and to continue and conduct the whole or any part of any business acquired, insofar as a corporation of this character may lawfully do so, with the right to exercise all powers necessary or convenient in and about the conduct and management of such business.

6. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

7. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE **CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have no par value.

ARTICLE SIX **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3880 Sheridan Street, Hollywood, Florida 33021-3634; and the name of its initial registered agent at such address is John J. Murphy III, Esq., John J. Murphy III, P.A.

ARTICLE SEVEN **DIRECTORS**

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME

ADDRESS

Lynn G. Kayne

3880 Sheridan Street
Hollywood, FL 33021

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

NAME

ADDRESS

Lynn G. Kayne

3880 Sheridan Street
Hollywood, FL 33021

ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

NAME

ADDRESS

Lynn G. Kayne

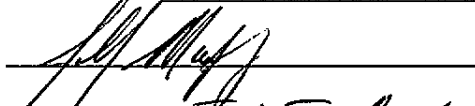
3880 Sheridan Street
Hollywood, FL 33021

Executed by the undersigned on the 13 day of December, 2000.


WITNESSES:



Printed Name JOHN A. HADDAD



Printed Name JOHN J. MURPHY


Lynn G. Kayne



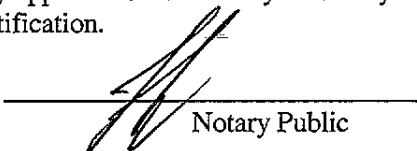
State of Florida

County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Lynn G. Kayne who is personally known to me or produced _____ as identification.



John J. Murphy
MY COMMISSION # CC745206 EXPIRES
September 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is Energy Financial Group, Inc.
2. The name and address of the registered agent and office is John J. Murphy III, Esq.,
John J. Murphy III, P.A., 3880 Sheridan Street, Hollywood, Florida 33201-3634.

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

JOHN J. MURPHY III, P.A.



John J. Murphy III, Esq.

FILED
00 DEC 14 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA