

P01000033/29

LAW OFFICES OF



STUART R. MORRIS, P.A.

STUART R. MORRIS, ESQ.
BOARD CERTIFIED-WILLS, TRUSTS & ESTATES
BOARD CERTIFIED-ELDER LAW
CERTIFIED PUBLIC ACCOUNTANT

ELLEN S. MORRIS, ESQ.

OF COUNSEL:

RONALD R. FRIEDMAN, ESQ.
BOARD CERTIFIED-WILLS, TRUSTS & ESTATES
LL.M. IN ESTATE PLANNING
ALSO ADMITTED IN NEW JERSEY

7000 WEST PALMETTO PARK ROAD
SUITE 310
BOCA RATON, FLORIDA 33433

561-750-3850 (BOCA RATON)
954-726-1214 (BROWARD)
305-682-8330 (AVENTURA)
FAX: 561-750-4069
E-MAIL: MAIL@LAW-MORRIS.COM

PRACTICING EXCLUSIVELY IN:

WILLS & TRUSTS ■ ELDER LAW
ESTATE & GIFT TAX PLANNING
PROBATE ■ GUARDIANSHIP
MEDICAID & NURSING HOME PLANNING
BUSINESS SUCCESSION PLANNING
ASSET PROTECTION

300003923873--5
-03/28/01--01055--021
*****78.75 *****78.75

March 27, 2001

VIA FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

FILED
01 MAR 28 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: AND-SUM ENERGY, INC.


To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for AND-SUM ENERGY, INC.. and a check in the amount of \$78.75 representing your Filing Fee.

Please effect immediate incorporation and forward the Charter together with a Certified Copy of the Articles of Incorporation to my attention, via **federal express**. I am returning a federal express airbill for your convenience. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

LAW OFFICES OF STUART R. MORRIS, P.A.


Andrea Davis

Legal Assistant
AD/bm/Enc.

CC: Robert A. Davis

F:\APPS\WORK\AND\dwarticle.ltr.wpd

ADDITIONAL OFFICES:
FORT LAUDERDALE: 7880 NORTH UNIVERSITY DRIVE, SUITE 201, FORT LAUDERDALE, FLORIDA 33321
AVENTURA: 20803 BISCAYNE BOULEVARD, SUITE 200, AVENTURA, FLORIDA 33180

T. Burch APR 2 2001

FILED
01 MAR 28 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

AND-SUM ENERGY, INC.
A Florida Profit Corporation

(Pursuant to Chapter 607 and 621, Florida Statutes)

The undersigned person has signed this document for the purpose of forming a corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. **Name.** The name of this corporation is AND-SUM ENERGY, INC. The period of duration shall be perpetual.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes, and the purpose for which this corporation is organized is:

3. **Authorized Capital.** The corporation shall have the authority to issue 1000 shares of common stock. The par value of the stock is \$1.00.
4. **Principal Place of Business.** The principal place of business and mailing office of the corporation shall be: 215 S.W. 5th Street, Boca Raton, Florida 33432
5. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of 1 persons, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

ROBERT A. DAVIS
215 S.W. 5th Street
Boca Raton, Florida 33432

6. **Registered Agent.**

The name and Florida street address of the Registered Agent of the Corporation is:

Robert A. Davis
215 S.W. 5th Street
Boca Raton, Florida 33432

7. **Incorporator.** The name and address of the incorporator is:

Robert A. Davis
215 S.W. 5th Street
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they be effective as of March 26, 2001.

Date: 3/26/01

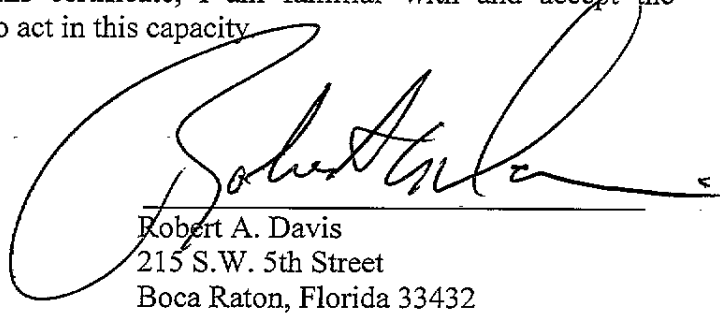


Robert A. Davis

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

DATE: 3/26/01



Robert A. Davis
215 S.W. 5th Street
Boca Raton, Florida 33432