



# P010000050309

ACCOUNT NO. : 072100000032

REFERENCE : 156987 9585A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pigute*

ORDER DATE : May 21, 2001

ORDER TIME : 10:59 AM

ORDER NO. : 156987-005

CUSTOMER NO: 9585A

CUSTOMER: G. Edward Clement, Esq  
Potter Clement Lowry &  
Duncan  
308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: THEOTOKOS ENERGY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

100004273721-2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

*JP*  
*5/21/01*

2001 MAY 21 PM 2:21  
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TALLAHASSEE FLORIDA

2001 MAY 21 PM 12:14  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**ARTICLES OF INCORPORATION**

**OF**

**THEOTOKOS ENERGY, INC.**

2001 MAY 21 PM 2:21

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is Theotokos Energy, Inc. and the address is 1085-1095 Farmers Mills Road, Carmel, New York 10512.

**ARTICLE II - TERM OF EXISTENCE**

The existence of this Corporation shall exist perpetually.

**ARTICLE III - NATURE OF BUSINESS**

This Corporation may engage or transact in any or all activities or businesses permitted in the laws of the United States of America and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, having a ONE DOLLAR (\$1.00) par value.

**ARTICLE V - DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have the preemptive right to purchase any new stock of this Corporation.

**ARTICLE VI - DENIAL OF ACCUMULATIVE VOTING**

No shareholder shall have the right to accumulate his or her votes at any election for the Board of Directors nor any other matter of this Corporation.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Principal Office of this Corporation is 1085-1095 Farmers Mills Road, Carmel, New York 10512. The street address of the Registered Agent and Resident and the mailing address of the corporation is the same

Agent of this Corporation is at 308 East Fifth Avenue, Mount Dora, Florida 32757, and the name of the Registered Agent and Resident Agent at that address is G. Edward Clement.

#### ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have between one (1) and five (5) Directors. The initial Board of Directors shall have two (2) Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are as follows:

George Mansour  
2719 Shoemaker Lane  
Mount Dora, FL 32757

Hanni George Youssef  
1085-1095 Farmers Mills Road  
Carmel, NY 10512

#### ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles are as follows:

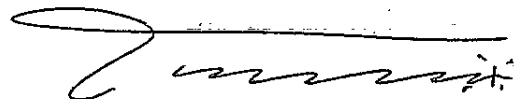
George Mansour  
2719 Shoemaker Lane  
Mount Dora, FL 32757

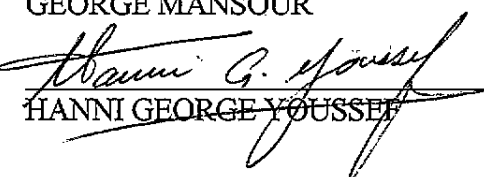
Hanni George Youssef  
1085-1095 Farmers Mills Road  
Carmel, NY 10512

#### ARTICLE X - LIMITATIONS ON AMENDMENT

These Articles of Incorporation may be amended only by the vote or written consent of the holder of seventy-five percent (75%) of the outstanding shares entitled to vote.

IN WITNESS WHEREOF, the undersigned set their hand and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 18<sup>th</sup> day of May, 2001.

  
GEORGE MANSOUR

  
HANNI GEORGE YOUSSEF

5.18.2001

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of May, 2001, by  
GEORGE MANSOUR,

- (✓) who is personally known to me & did not take an oath.  
( ) who has produced \_\_\_\_\_ as identification and did take an oath  
stating he was indeed the person as set forth herein.



Kathy L. Henderson  
NOTARY PUBLIC:  
STATE OF FLORIDA  
My commission expires:

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of May, 2001, by  
HANNI GEORGE YOUSSEF,

- ( ) who is personally known to me & did not take an oath.  
(✓) who has produced N.Y. driver license as identification and did take an oath  
stating he was indeed the person as set forth herein.



Kathy L. Henderson  
NOTARY PUBLIC:  
STATE OF FLORIDA  
My commission expires:

**ACCEPTANCE OF REGISTERED AND RESIDENT AGENT**

I, G. Edward Clement, hereby accept the position of Registered and Resident Agent for  
Theotokos Energy, Inc.

G. Edward Clement  
G. Edward Clement