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JANUARY 31, 2002

PLEASE FIND ENCLOSED TWO COPIES OF THE CORPORATION PAPERS FOR AMERICAN SOLAR ENERGY, INC. PLEASE STAMP ONE COPY AND RETURN TO THE ADDRESS ON THE CORPORATION PAPERS. ALSO FIND ENCLOSED THE FILING FEE OF \$70.00. IF YOU HAVE ANY QUESTIONS PLEASE CONTACT ME AT 904-268-8046.

THANK YOU,

Kathleen D. Krenn

KATHLENN D. KRENN

American Solar Energy
11497 Columbia Park Dr. #10
Jacksonville, Florida 32258
(904)268-8046

EFFECTIVE DATE
01-31-02

FILED
02 FEB -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AMERICAN SOLAR ENERGY, INC.

FILED

02 FEB -7 AM 11:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-31-02

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPOPRATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS AMERICAN SOLAR ENERGY, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE JANUARY 31, 2002.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPOPRATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 11497 COLUMBIA PARK DRIVE #10, JACKSONVILLE, FLORIDA 32258; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 11497 COLUMBIA PARK DRIVE #10, JACKSONVILLE, FLORIDA 32258; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS KATHLEEN D. KRENN. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESSES OF PERSONS SIGNING THESE ARTICLES IS:

KATHLEEN D. KRENN

1858 MANDARIN ESTATES DRIVE

JACKSONVILLE, FLORIDA 32223

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1. KATHLEEN D. KRENN: 1858 MANDARINE ESTATES DRIVE
JACKSONVILLE, FLORIDA 32223

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

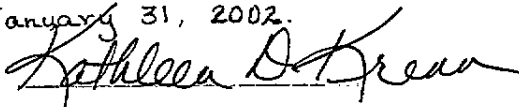
THE NAMES AND ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: KATHLEEN D. KRENN
1858 MANDARINE ESTATES DRIVE
JACKSONVILLE, FLORIDA 32223

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON January 31, 2002.


KATHLEEN D. KRENN

FILED
02 FEB -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

FIRST, THAT AMERICAN SOLAR ENERGY, INC. DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE
CITY OF JACKSONVILLE, FL HAS NAMED:

KATHLEEN D. KRENN

LOCATED AT:

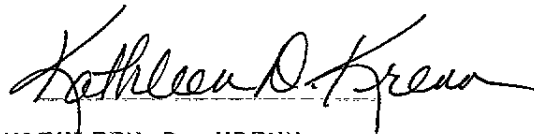
1858 MANDARIN ESTATES DRIVE

JACKSONVILLE, FLORIDA 32223

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.



KATHLEEN D. KRENN