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Admitted: Indiana Only

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000004899760--5  
-02/11/02--01063--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: ENERGY HOLDINGS, INC.**

Enclosed are the following:

Original and one copy of the Articles of Incorporation of ENERGY HOLDINGS, INC. and a check in the amount of \$70.00 for the filing fee.

Please send all correspondence to:

Dennis D. Cole  
2519 Mc Mullen Booth Road  
# 510 - 308  
Clearwater, FL 33761  
Daytime telephone number: 727-723-7463

Thank you.



Dennis D. Cole

Enclosures

cc: Stephen P. Coleman, Esq.

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2002 FEB 11 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2/14/02

**FILED**

**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ENERGY HOLDINGS, INC.**

The undersigned, for the purpose of forming a for-profit corporation under the Florida Business Corporation Act, F.S. Chapter 607, hereby makes, acknowledges and files the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

Energy Holdings, Inc.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the corporation shall be:

Energy Holdings, Inc.  
2265 Ranchette Lane  
Palm Harbor, FL 34683

**ARTICLE III - PURPOSE OF CORPORATION**

The purpose for which the corporation is formed is to engage in any lawful acts or activities for which corporations may be formed under the Florida Business Corporation Act, F.S. Chapter 607.

**ARTICLE IV - SHARES**

The corporation shall have the authority to issue Ten Million (10,000,000) shares of common stock with a par value of \$0.001 per share.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the corporation in the State of Florida is:

David P. Yates  
2265 Ranchette Lane  
Palm Harbor, FL 34683

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall have one (1) member, whose name and address is as follows:

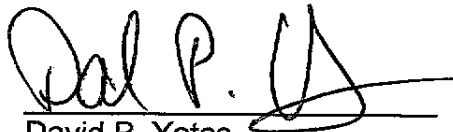
Marc Barhonovich  
3837 Northdale Blvd.  
Suite # 194  
Tampa, FL 33624

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

#### ARTICLE VII - INCORPORATOR

The incorporator of this corporation is David P. Yates, whose street address is 2265 Ranchette Lane, Palm Harbor, FL 34683.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these articles of incorporation on the 28<sup>th</sup> day of January, 2002.

A handwritten signature in black ink, appearing to read 'David P. Yates', with a horizontal line drawn underneath it.

David P. Yates  
Incorporator

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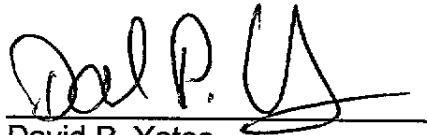
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**ACCEPTANCE OF REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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.

Dated: January 28, 2002

A handwritten signature in black ink, appearing to read "David P. Yates", written over a horizontal line.

David P. Yates  
Registered Agent