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WILLIAM L. THOMPSON, JR., P.A.
ATTORNEY AT LAW

2301 PARK AVENUE, SUITE 404
ORANGE PARK, FLORIDA 32073

EFFECTIVE DATE
4-17-02

FILED
02 APR 18 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA
TELEPHONE: (904) 269-4841
TELEFAX: (904) 269-9303
ELECTRONIC MAIL:
wlt.law@att.net

April 17, 2002

Via UPS Next Day Air

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

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-04/18/02--01040--001
02.00078.75 *****78.75

Re: **FLORIDA INSTITUTE FOR THERMAL ENERGY, INC.**

I have enclosed for filing the ARTICLES OF INCORPORATION of **FLORIDA INSTITUTE FOR THERMAL ENERGY, INC..** Please return a certified copy of the Articles to this office. I also have enclosed my firm check in the amount of \$78.75 representing the filing fees.

*** Note the effective date of April 17, 2002.**

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,


William L. Thompson, Jr.

WLT/edm
Enclosures

D. WHITE APR 24 2002

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EFFECTIVE DATE

4-17-02

ARTICLES OF INCORPORATION

OF

FLORIDA INSTITUTE FOR THERMAL ENERGY, INC.

FILED

02 APR 18 AM 8:55

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I

NAME

The name of this corporation is "Florida Institute for Thermal Energy, Inc."

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 2301 Park Avenue, Suite 402, Orange Park, Florida 32073. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2301 Park Avenue, Suite 402, Orange Park, Florida 32073, and the name of the initial registered agent of this corporation at that address is : Stephen J. DuVal. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of research and development of thermal products and engaging in and transacting any or all lawful business permitted under the Business Corporation Act of the State of Florida or the laws of any other state and of the United States.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of common stock having a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE VI

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles. April 17, 2002.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Stephen J. DuVal

2301 Park Avenue, Suite 404
Orange Park, Florida 32073

ARTICLE VIII

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

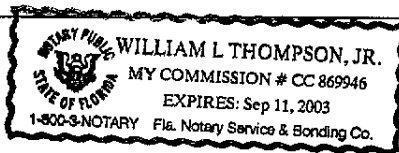
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 17th day of April, 2002.



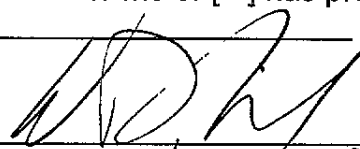
(SEAL)
Stephen J. DuVal, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 17th day of April, 2002.
by Stephen J. DuVal, who [] is personally known to me or [] has produced _____
_____ as identification.



(SEAL)



Print Name: William L. Thompson, Jr.
Notary Public, State of Florida at Large.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF

FILED

REGISTERED AGENT OF

02 APR 18 AM 8:55

FLORIDA INSTITUTE FOR THERMAL ENERGY, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon STEPHEN J. DUVAL, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2301 Park Avenue, Suite 402, Orange Park, Florida 32073.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this 17th day of April, 2002.



Stephen J. DuVal
Registered Agent

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