

LAW OFFICES  
**STEVEN KALISHMAN, P.A.**

, toll free phone and fax: 877.379.3835

WWW.FLALITIGATORS.COM  
SJKLAW@BELLSOUTH.NET

STEVEN KALISHMAN  
NATALIA P. KALISHMAN

HAILE PROFESSIONAL CENTER  
5208 S.W. 91 DRIVE  
GAINESVILLE, FLORIDA 32608  
TELEPHONE: 352.376.8600  
FAX: 352.375.0817

PAMELA S. TREADWAY, CLA

June 14, 2002

PO2000067181

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

Re: Articles of Incorporation  
BioEnergy Group, Incorporated

300005780933--4  
-06/17/02--01024--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Madam/Sir:

Enclosed is an original and one copy of the Articles of Incorporation of BioEnergy Group, Inc., along with a check for \$78.75 for the filing fee.

Please process the articles in the usual manner. Please contact me at the above number with any questions.

Thank you for your assistance.

Sincerely,

*Pamela S Treadway*

Pamela S. Treadway, CLA

Enclosures: As stated

FILED  
02 JUN 17 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 6/19

## **ARTICLES OF INCORPORATION**

**OF**

### **BioEnergy Group, Incorporated**

The undersigned subscribers to the Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

#### **ARTICLE I - NAME**

The name of this corporation shall be BioEnergy Group, Incorporated

#### **ARTICLE II - PURPOSE**

The nature and purpose of the corporation is to conduct a business involving recycling and bioprocessing of wastes. Ancillary to this purpose, the corporation is authorized to perform all lawful acts, which are reasonably necessary to conducting such a business.

The corporation may, but is not required to, participate in any other lawful business and participate in charitable and/or humanitarian activities to foster good relations and a public awareness of the benefits of recycling bioprocessing technology.

The corporation may exercise all powers available to it under the laws of Florida, and may receive, hold, encumber and convey interests in real property and interests in tangible and intangible personal property, including assets of any other corporate entity, and may incur indebtedness and execute instruments necessary to exercise of such corporate powers.

#### **ARTICLE III - DURATION**

This corporation shall have a perpetual existence commencing on the date of the filing of these Articles with the Department of State.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock authorized to be outstanding at any one time is One Hundred Million (100,000,000) with a par value of ten cents (.10) per share in the currency of the United States of America. All common stock shall have voting rights at the rate of one vote per share. Changes in the number of authorized shares of common stock and the creation of other classes of stock with voting rights may be made in the manner provided for amendment of these Articles.

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02 JUN 17 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V - STOCK**

Each registered shareholder of the corporation shall have preemptive rights to purchase or subscribe for, at the par value or any higher consideration offered in writing and binding on an outside party, a pro-rata portion of: (1) any stock which the corporation may issue or sell, whether of authorized but unissued shares, or of issued shares held by the corporation which is redeemable in, or convertible into, or exchangeable for, any class of stock of the corporation. After the initial issue of stock at the organizational meeting, no subsequent issue of stock shall be made by the corporation unless the issue price of such stock is approved by a simple majority of the then currently issued voting shares. The Article on the preemptive rights and restriction of stock issues may not be amended without the approval of the then currently issued voting shares.

## **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 4809 SW 91<sup>st</sup> Terrace, Gainesville, Florida 32608. Its registered agent to accept service of process within Florida is Teresa E. Donnelly, Esquire.

## **ARTICLE VII - MANAGEMENT OF CORPORATION**

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, through bylaws adopted by the shareholders.

The names and addresses of the initial directors are:

Jose R. Sifontes	Chief Executive Officer
Steven J. Kalishman	President
Teresa E. Donnelly	Vice President/Secretary
Patricia A. Gleason	Vice President/Treasurer

## **ARTICLE VIII - INCORPORATOR**

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

Jose R. Sifontes, Ph.D.  
3658 NW 41<sup>st</sup> Place  
Gainesville, Florida 32605

Teresa E. Donnelly, Esquire  
8401 SW 52<sup>nd</sup> Place  
Gainesville, Florida 32608

## ARTICLE IX - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares.

## ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be made in the following manner: the Board of Directors shall adopt a resolution setting forth the proposed amendment, and, if shares have been issued, directing that it be submitted to a vote at a meeting of the shareholders. If no shares have been issued, the amendment shall be adopted by a vote of the majority of the directors, and the provision for adoption by the shareholders shall not apply.

## ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation on the 12 day of June, 2002.

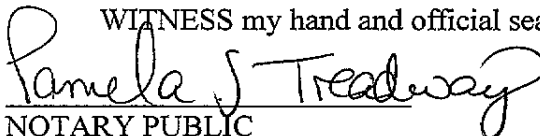
  
TERESA E. DONNELLY, INCORPORATOR

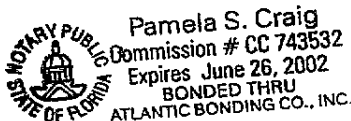
STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared Teresa E. Donnelly made known to me to be the person described in and who signed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

FLDL # D540-805-62-880-1

WITNESS my hand and official seal this 12<sup>th</sup> day of June, 2002.

  
NOTARY PUBLIC  
STATE OF FLORIDA  
My commission expires: 6/26/02



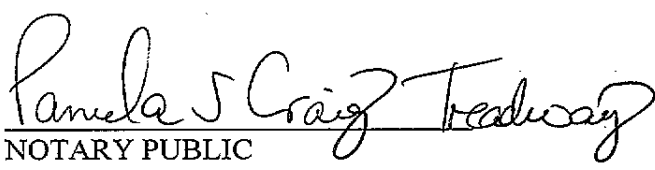
IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation on the 14 day of June, 2002.

  
\_\_\_\_\_  
JOSE R. SIFONTES, CHIEF EXECUTIVE OFFICER


STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared Jose R. Sifontes,  
made known to me to be the person described in and who signed the foregoing Articles of  
Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal this 14th day of June, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA

My commission expires:

 Pamela S. Craig  
Commission # CC 743532  
Expires June 26, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE  
OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091(1) AND 607.034, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

That BIOENERGY GROUP, INCORPORATED, desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of business at 4809 SW 91<sup>st</sup> Terrace, Gainesville,  
Florida 32608, has named Teresa E. Donnelly as its agent to accept service of process within Florida.

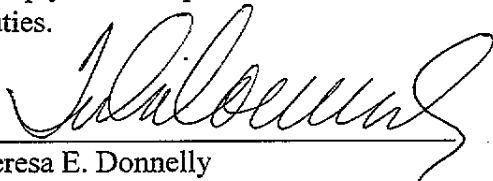
Dated: 6/14/02

Signature



\_\_\_\_\_  
Jose R. Sifontes, Chief Executive Officer

Having been named to accept service of process for the above-named corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.



\_\_\_\_\_  
Teresa E. Donnelly  
As Registered Agent

Dated: 6-12-02

**FILED**  
**02 JUN 17 AM 8:27**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA