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TRANSMITTAL LETTER

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

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-08/22/02--01037--022
*****87.50 *****87.50

SUBJECT: Newlead Incorporated

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

 \$ 70.00
Filing Fee

 \$ 78.75
Filing Fee &
Certificate

 \$ 78.75
Filing Fee &
Certified Copy

✓ \$ 87.50
Filing Fee,
Certified Copy,
& Certificate

From: Mark Weibel
P.O. Box 4258
Vero Beach, Florida 32964
772-563-9388

FILED
2002 AUG 22 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/23/02

ARTICLES OF INCORPORATION
OF

Newlead Incorporated

FILED

2002 AUG 22 AM 11:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Newlead Incorporated.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation is 1605 19th Place, Vero Beach, Florida 32960. The mailing address of this corporation is P.O. Box 4258, Vero Beach, Florida 32964.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and physical address of the initial registered agent are Mark Weibel, 1605 19th Place, Vero Beach, Florida 32960. The mailing address of the initial registered agent is P.O. Box 4258, Vero Beach, Florida 32964. -

ARTICLE V. INCORPORATORS

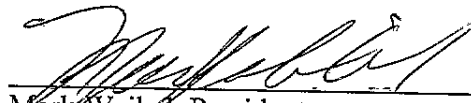
The name and street address of the incorporator of these articles of incorporation are

Name

Address

Mark Weibel, 1605 19th Place, Vero Beach, Florida 32960.

The undersigned has executed these articles of incorporation on August 15, 2002.


Mark Weibel, President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Newlead Incorporated.
2. The name and physical address of the registered agent and office is:

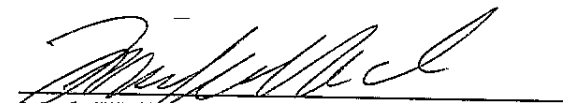
Mark Weibel
1605 19th Place
Vero Beach, Florida 32960

The mailing address of the registered agent and office is:

P.O. Box 4258
Vero Beach, Florida 32964

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CLERK 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.


Mark Weibel

Date: 8/19/02