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(Business Entity Name)

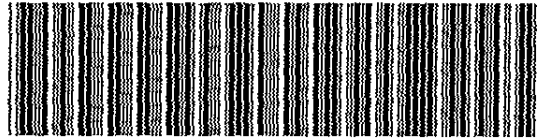
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TALAMAS E.L. LUNA

11-13-02
[Signature]

TRANSMITTAL LETTER

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

SUBJECT: WINROCK DEVELOPMENT, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ALAN MICHAEL FOODY, ESQUIRE
Name (Printed or typed)

599 Atlantic Blvd., Suite 6
Address

Atlantic Beach, FL 32233
City, State & Zip

(904) 249-7241
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WINROCK DEVELOPMENT, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation of a corporation for profit.

ARTICLE I

Name and Principal Address

The name and principal address of the corporation shall be: **WINROCK DEVELOPMENT, INC.**, 599 Atlantic Boulevard, Suite 6, Atlantic Beach, FL 32233.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

The general purposes for which the corporation is organized are:

- a) To engage in the business of: the production of energy.
- b) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- c) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, including, but not limited to, the following:
 - 1) To take, own, hold, deal in, mortgage, or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property;

- 2) To manufacture, purchase or acquire, in any lawful manner, and to hold, own, mortgage, pledge, or otherwise, give liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, deal and trade in and with, and to invest in goods, wares, merchandise, and property of any and every class and description.
- 3) To acquire the goodwill, rights of property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said goodwill, rights, property and assets in cash, the stock of this company, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business or businesses.
- 4) To apply for, purchase, register, or in any manner acquire and hold, own, use, operate and introduce, and sell, lease, assign, pledge or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.
- 5) Without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferrable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as may be permitted by the Laws of the State of Florida.
- 6) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the Laws of such state, district, territory, colony, dependency or country.

- d) In general, to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not forbidden by the Laws of the State of Florida, and with all powers conferred upon corporations by the Laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article III of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict, in any manner, the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it may be of like nature.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

All or any part of said capital stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directions as to the value of such property, labor or services shall, in the absence of fraud, be conclusive upon the stockholders and parties dealing with the corporation. The capital stock may be issues and paid for at such time or times and upon such terms and conditions as the Board of Directors may determine and the amount of the capital stock increased or decreased in the manner provided by law.

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent/Principal Office

The street address of the initial registered office of this corporation is 599 Atlantic Boulevard, Suite 6, Atlantic Beach, FL 32233, and the name of the initial registered agent of this corporation at that address is Alan Michael Foody.

The street address of the corporation's principal office is 599 Atlantic Boulevard, Suite 6, Atlantic Beach, FL 32233.

ARTICLE VII

Subscriber

The name and street address of the subscriber to these articles of incorporation is as follows:

NAME

Alan Michael Foody

ADDRESS

599 Atlantic Boulevard, Suite 6,
Atlantic Beach, FL 32233.

ARTICLE VIII

Indemnification

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

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Corporation Business


The business of this corporation shall be conducted by a President, one (1) or more Vice-presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates; provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand and seal this 7th day of November, 2002.


ALAN MICHAEL FOODY

STATE OF FLORIDA / COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by **ALAN MICHAEL FOODY**, who is personally known to me, or who produced _____ as identification and who did/did not take an oath, who acknowledged to and before me that he subscribed his name to said Articles of Incorporation as the Subscriber of said corporation, freely and voluntarily, for the uses and purposes therein expressed, this 7th day of November, 2002.


Notary Public
Printed/Typed Name:
My Commission Expires:



Diane R. Dougherty
MY COMMISSION # CC851736 EXPIRES
September 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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02 NOV 12 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as Registered Agent and Resident Agent to accept service of process for the above-stated corporation, I hereby accept the designation and agree to act in this capacity, and to and to comply with the provisions of said Act, relative to keeping said office open for business, at the above-mentioned address, city, and state.


ALAN MICHAEL FOODY