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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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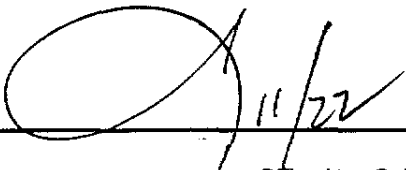
MAIL

(Business Entity Name)

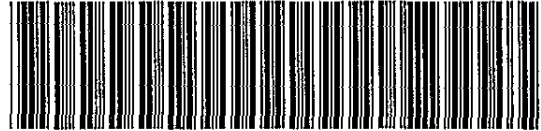
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# RUSH

## TRANSMITTAL LETTER

November 18, 2002

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Subject: Proposed Corporate Name / CRG Energy, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$87.75 which includes the \$70.00 Filing Fee and \$8.75 Certificate of Status Fee.

Thank you in advance for your assistance. Please address all correspondence to:

Mr. Joseph R. Bergmann  
Consolidated Resources Group, Inc.  
975 S. Congress Avenue, Suite 102  
Delray Beach, FL 33445  
Telephone: 561-265-3600

Sincerely,



Joseph R. Bergmann  
President & CEO  
Consolidated Resources Group, Inc.

Enc.

**ARTICLES OF INCORPORATION  
OF CRG ENERGY, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is CRG Energy, Inc. (the "Corporation").

SECOND: The Principal place of business/mailing address is:

975 S. Congress Avenue, Suite 102  
Delray Beach, FL 33445

THIRD: The purpose for which the corporation is organized is for transacting any and all lawful business.

FOURTH: The Corporation is authorized to issue twenty-five million (25,000,000) shares of Common Stock, \$.001 par value, which shall be designated "Common Shares" and five million (5,000,000) shares of Preferred Stock, \$.001 par value, which shall be designated "Preferred Shares". The Preferred Shares shall be designated and issued in such series and upon such terms and conditions as the Board of Directors may from time to time see fit. Such terms and conditions shall include, but not be limited to, the entitlement of the holders of the Preferred Shares to (a) cumulative, non-cumulative or partially cumulative dividends, (b) the preference over any other class or classes of shares as to the payment of dividends, (c) the preference over any other class or classes of shares upon the voluntary or involuntary liquidation of the corporation, (d) the convertibility, if any, into shares of any other class or into shares of any series of the same or any other class, and (e) voting rights, if any.

FIFTH: The number of directors constituting the initial Board of Directors of the corporation is one and the Name, Title and Address of the Person who is to serve as the initial director is:

Joseph R. Bergmann, Chairman & CEO  
Consolidated Resources Group, Inc.  
975 S. Congress Avenue, Suite 102  
Delray Beach, FL 33445

SIXTH: The name and Florida street address of the registered agent is:

Joseph R. Bergmann  
Consolidated Resources Group, Inc.  
975 S. Congress Avenue, Suite 102  
Delray Beach, FL 33445

SEVENTH: The name and address of the incorporator is:

Joseph R. Bergmann  
Consolidated Resources Group, Inc.  
975 S. Congress Avenue, Suite 102  
Delray Beach, Fl 33445


EIGHTH: The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

Dated: 11/18/02

  
Signature of Incorporator

**Acceptance of Registered Agent**

The undersigned registered agent for CRG Energy, Inc. hereby accepts such appointment and is familiar with, and accepts the obligations of that position.

  
Joseph R. Bergmann

**FILED**  
02 NOV 19 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA