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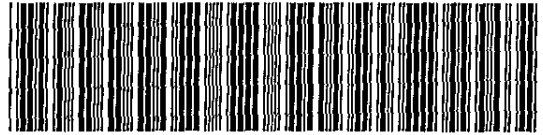
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/21/03

RICHARD R. KOSAN

A T T O R N E Y A T L A W

112 West Windhorst Road, Brandon, FL 33510



Phone (813) 689-1577

Fax (813) 654-5262

October 14, 2003

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

Re: Filing of Articles of Incorporation for United Energy Services, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 for the filing fee, certified copies and certificate.

If you have any questions, please advise.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. Kosan', written over a horizontal line.

Richard R. Kosan

**Articles Of Incorporation
of
United Energy Services, Inc.**

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

**Article I
Name**

The name of the Corporation is United Energy Services, Inc..

**Article II
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III
Stock**

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of no par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Section D. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section E. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

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TALLAHASSEE, FLORIDA

Article IV
Registered Agent And Office

The address of the initial Registered Office of the Corporation is 15432 Martin Meadow, Dr., Lithia, FL 33547, and the name of its initial Registered Agent at such address is Rene Sanchez.

Article V
Incorporator

The name and address of the Incorporator is: _____

Rene Sanchez
15432 Martin Meadow Drive
Lithia, FL 33547

The Incorporator, whose name and address is set forth above, shall serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until its successor is elected and qualified.

Article VI
Purpose And Power

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

Article VII
Committees

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least one Director, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

Article VIII
Officers

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Rene Sanchez 15432 Martin Meadow Drive Lithia, FL 33547
Secretary	Rene Sanchez 15432 Martin Meadow Drive Lithia, FL 33547
Treasurer	Rene Sanchez 15432 Martin Meadow Drive Lithia, FL 33547

Article IX
Corporate Seal

This Corporation shall have a corporate seal.

Article X
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article XI
Non-Liability Of Directors

A Director of this Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damages for any action taken, or any failure to take any action, as a Director, except liability for any of the following: (i) the amount of a financial benefit received by a Director to which the Director is not entitled, (ii) an intentional infliction of harm on the Corporation or the Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

Article XII
Indemnification Of Directors

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director, relating to action taken, or any failure to take any action, as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Director is not entitled, (ii) an intentional infliction of harm on the Corporation or its Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XIII
Indemnification Of Officers

This Corporation shall indemnify a Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer, relating to any action taken,

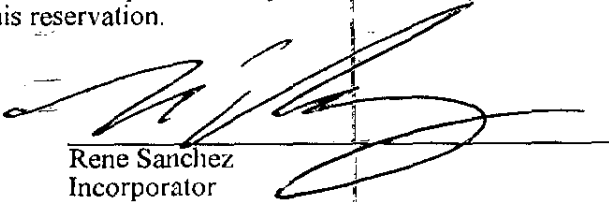
or any failure to take any action, as a Officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Officer is not entitled, (ii) an intentional infliction of harm on the Corporation or its Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XIV
Amendment Of Articles Of Incorporation


The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated October 14, 2003.


Rene Sanchez
Incorporator

Acceptance

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Rene Sanchez


October 14, 2003
(Date)

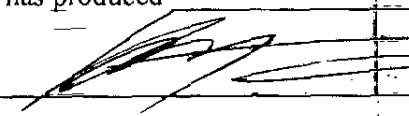
State of Florida

) ss.

County of Hillsborough

The foregoing instrument was acknowledged before me this October 14, 2003 by Rene Sanchez, who is personally known to me or who has produced identification.

 Kathy M. Carrio
My Commission CC896637
Expires December 19, 2003


Notary Public in and for
said State
Serial number: _____

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