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FLORIDA PROFIT CORPORATION OR P.A.

Vision Fuel Holdings, Inc.

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**ARTICLES OF INCORPORATION
OF
VISION FUEL HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be **Vision Fuel Holdings, Inc.**

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 817 West Peachtree Street, N.W., Suite 910, Atlanta, Georgia 30308.

Article III

Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 75,000 shares of common stock having a par value of \$0.10 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Michael J. Ivan, Jr., Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Telephone: (904)355-0355
Fla. Bar No.: 016144

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Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Michael J. Ivan, Jr., Esq.
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Kyle E. Philipp
817 West Peachtree Street, N.W.
Suite 910
Atlanta, Georgia 30308

Article VI
Effective Date; Duration

Section 6.1. Effective Date. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Section 6.2. Duration. This corporation shall exist perpetually.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

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Article VIII
Directors

Section 8.1. Number. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The name and street address of the initial directors of the corporation are:

Kyle E. Philipp
2222 Dunbar Trail
Smyrna, Georgia 30080

Trent E. Philipp
1208 Bay Road, Apt. 1127
Miami, Florida 33139

Ryan W. Swanson
146 Ennisbrook Drive
Smyrna, Georgia 30082

Michael G. Philipp
22 Marsh Point Road
Amelia Island, Florida 32034

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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Article X
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 28 day of February, 2004.



Kyle E. Philipp

"Incorporator"

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Vision Fuel Holdings, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Michael J. Ivan, Jr., Esq. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1548 Lancaster Terrace, Jacksonville, Florida 32204.

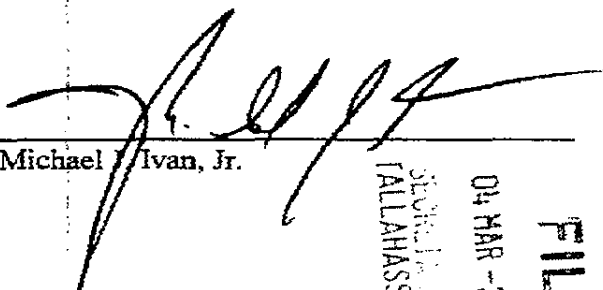
DATED this 28 day of February, 2004.



Kyle E. Philipp

Having been named as registered agent 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.

DATED this 28 day of February, 2004.



Michael J. Ivan, Jr.

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