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12-29

TRANSMITTAL LETTER

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

SUBJECT: BLUE SPHERE HOLDINGS CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: TOM DELAHANTY
Name (Printed or typed)

PO BOX 56855
Address

WARRSONVILLE, FL. 32241-0000
City, State & Zip

904-716-9300
Daytime Telephone number

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DEPARTMENT OF STATE

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

**ARTICLES OF INCORPORATION
OF
BLUE SPHERE HOLDINGS CORPORATION**

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be BLUE SPHERE HOLDINGS CORPORATION

ARTICLE II - CORPORATE ADDRESS

The principal office of the corporation and mailing address is P.O. Box 56855, Jacksonville, FL 32241-6855.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 1st day of January, 2005; provided that if such day be authorized under law, then on the earliest day allowable pursuant to Florida law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

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ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each cash or 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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

REGISTERED
AGENT

Tom Delahanty

STREET ADDRESS OF
REGISTERED AGENT

2464 Jose Circle S.
Jacksonville, Florida 32217

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one. The initial director of this Corporation shall be the incorporator named below.

Tom Delahanty

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

Tom Delahanty


ADDRESS

P.O. Box 56855
Jacksonville, Florida 32241-6855

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2ND day of December, 2004.



Tom Delahanty
Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, this day, personally appeared Tom Delahanty to me (x) personally known, or () who presented as I.D.: _____ who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:



NOTARY PUBLIC STATE OF FLORIDA



Robert L. Atkins
MY COMMISSION # CC999217 EXPIRES
April 12, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

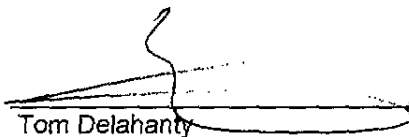
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

BLUE SPHERE HOLDINGS CORPORATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that BLUE SPHERE HOLDINGS CORPORATION desiring to organize under the law of the State of Florida, with its principal office as indicated in the Articles of Incorporation at PO Box 56855 Jacksonville, Florida 32241-6855 appoints the undersigned as its agent to accept service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said corporation and to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Tom Delahanty

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TALLAHASSEE, FLORIDA