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DIVISION OF CORPORATIONS

B. McKnight AUG 11 2005

DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
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August 8, 2005

7035.03-05-067

Florida Department of State
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

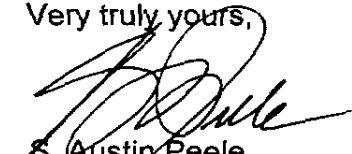
Enclosed are two executed counterparts of Articles of Incorporation of HYDROGEN VALLEY ENERGY GROUP, INC. to be filed in your office.

Also enclosed is our trust account check in the amount of \$78.75 to cover the filing fee, designation of registered agent and certified copy. Please certify one of the enclosed counterparts and return it to us at your early convenience.

The registered agent for this corporation is designated in the Articles of Incorporation and has signed them as an incorporator. We presume no separate certificate is required with regard to the designation of registered agent.

Thank you.

Very truly yours,



S. Austin Peele
For the Firm

SAP:pdw
Enclosures
cc: Mr. Jerry L. Martin

**ARTICLES OF INCORPORATION
OF
HYDROGEN VALLEY ENERGY GROUP, INC.**

The undersigned incorporator hereby forms and organizes a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is HYDROGEN VALLEY ENERGY GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is 10747 68th Terrace, Live Oak, Florida 32060 and the mailing address of the corporation is Post Office Box 130, Live Oak, Florida 32064.

ARTICLE III - PURPOSE

The general purposes for which this corporation is organized and the nature of the business to be transacted by it are any and all lawful activities or businesses permitted by law and the corporation shall have the power and authority to do any and all things to the same extent as a natural person.

It is the intention of this article that the powers and nature of the business of this corporation shall not in any way be restricted or limited except by operation of law and the corporation shall have all powers as may be granted either now or hereafter to corporations by the laws of the State of Florida.

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ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

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

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 10747 68th Terrace, Live Oak, Florida 32060. The registered agent of the corporation at such office is JERRY L. MARTIN. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the by-laws, but shall never be less than one (1).

The name and address of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
JERRY L. MARTIN	Post Office Box 130 Live Oak, Florida 32064

ARTICLE VII - INCORPORATORS

The name and address of the incorporator who has executed these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JERRY L. MARTIN	Post Office Box 130 Live Oak, Florida 32064

ARTICLE VIII - CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his or her shares, or by distributing such votes on the same principle among any number of such candidates.

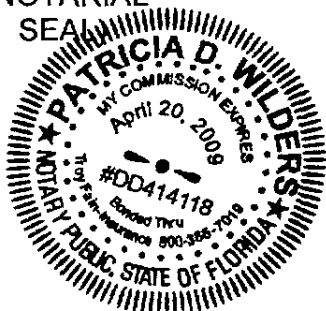
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in duplicate this 8th day of August, 2005.

Jerry L. Martin (SEAL)
JERRY L. MARTIN, incorporator and
registered agent

STATE OF FLORIDA
COUNTY OF Columbia

The foregoing instrument was acknowledged before me this 8th day of August 2005, by JERRY L. MARTIN, who is personally known to me, or who has produced _____ as identification.

(NOTARIAL
SEAL)



Patricia D. Wilders
Notary Public, State of Florida
PATRICIA D. WILDERS
(Print or Type Name)

My Commission Expires:

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