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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION**ALLPHASE ENERGY, INC.**

Certificate of Status	1
Certified Copy	0
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J. Shivers JUN 01 2007

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ALLPHASE ENERGY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

ALLPHASE ENERGY, INC.

1865 SW 4th Avenue, Unit D-5

Delray Beach, FL 33444

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Roy F. Glassberg

123 NW 13th Street

Boca Raton, FL 33432

Prepared By:

Bruce B. Hubbard

77 East John St.

Hicksville, New York 11801

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ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Chris Porosky- 1865 SW 4th Avenue, Unit D-5, Delray Beach, FL 33444 - President/Director
David Beall- 1865 SW 4th Avenue, Unit D-5, Delray Beach, FL 33444 - Vice President/Director
Roy F. Glassberg- 123 NW 13th Street #312, Boca Raton, FL 33432 - CFO/Treasurer/Director

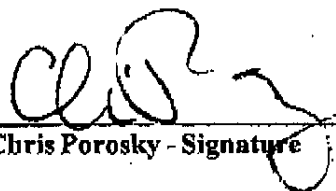
ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Chris Porosky
1865 SW 4th Avenue, Unit D-5
Delray Beach, FL 33444

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29th day of May 2007.


Chris Porosky - Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **ALLPHASE ENERGY, INC.**

2. The name and address of the registered agent and office is:

Roy F. Glassberg

Name

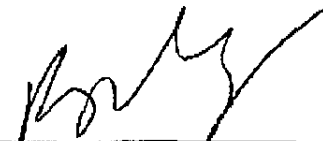
123 NW 13th Street

(P.O. Box or Mail Drop Box NOT Acceptable)

Boca Raton, FL 33432

(City / State / Zip)

Having been named as registered agent and 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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Roy F. Glassberg
SIGNATURE

May 29, 2007

(Date)

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