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FLORIDA PROFIT/NON PROFIT CORPORATION

clean combustion technologies, inc.

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ARTICLES OF INCORPORATION OF
CLEAN COMBUSTION TECHNOLOGIES, INC.

The undersigned, acting as incorporator of a corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be CLEAN COMBUSTION TECHNOLOGIES, INC.

ARTICLE II

The principal place of business/mailing address is:

700 Polk Street, Suite 3, Hollywood, FL 33019

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue One Thousand (1,000) shares all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The number of directors and officers constituting its Board of Directors are one, whose name, address, and title is:

GERARD VILLENEUVE
700 Polk Street
Suite 3
Hollywood, FL 33019

PRESIDENT and CEO

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ARTICLE VI

The name and address of its initial registered agent is:

DAVID S. TUPLER, ESQ.
6950 CYPRESS ROAD, SUITE 101
PLANTATION, FL 33317

ARTICLE VII

The name and address of the incorporator is:

DAVID S. TUPLER ESQ.
6950 Cypress Road, Suite 101
Plantation, Florida 33317

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder

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is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, The undersigned has made and subscribed of these Articles of Incorporation at Plantation, Broward County, Florida on the 15 day of October, 2008.



DAVID S. TUPLER, ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

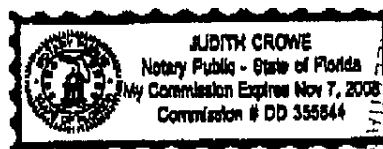
BEFORE ME, the undersigned appeared DAVID S. TUPLER, ESQ., who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my office seal at Plantation, in said County and State this 15 day of October, 2008.



Notary Public, State of Florida

My Commission Expires:



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

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First that CLEAN COMBUSTION TECHNOLOGIES, INC., desiring to
organize under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation at City of
Hollywood, County of Broward, State of Florida has named DAVID S.
TUPLER, ESQ., 6950 Cypress Road, Suite 101, Plantation, County of
Broward, State of Florida, 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 place designated in this certificate. I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By:

David S. Tupler

DAVID S. TUPLER, ESQ.
Registered Agent

This Instrument Prepared by:
David S. Tupler, Esq.
6950 Cypress Road, Suite 101
Plantation, FL 33317
(954) 792-5400

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