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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

amg energy inc.

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March 17, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SUBJECT: AMG ENERGY INC.  
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New Filing Section

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Letter Number: 909A00009036

P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION OF  
AMG ENERGY INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMG ENERGY INC.

The principal place of business of this corporation shall be: 11029 NW 87 St. Doral, FL 33178

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding in any one time is 100 shares of common stock having \$1.00 per value share, all of one class.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 11223 NW 75 LN, DORAL FL 33178 and the name of the initial registered agent of the corporation at that address is: Dania Scattalini

Montiel Davis, Fonte & Cardona-Diaz  
111 NE First Street  
5<sup>th</sup> Floor  
Miami, FL 33132  
Ph: 305-446-1151  
Fax: 305-441-8148

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#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of 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/her pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. DIRECTORS

The corporation shall have board of directions consisting of no less than one director. The initial Board of Directors shall be:

Director: Anselmo Julia Gonzalez-Pacheco

Director: Graciela A. Gonzalez-Pacheco

#### ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: Anselmo Julia Gonzalez-Pacheco and Graciela A. Gonzalez-Pacheco 11029 NW 87 St. Doral, FL 33178

#### ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

Montiel Davis, Fonte & Cardona-Diaz  
111 NE First Street  
5<sup>th</sup> Floor  
Miami, FL 33132  
Ph: 305-446-1151  
Fax: 305-441-8148

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IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals the 3<sup>rd</sup> day of March 2009, for the purpose of forming this Corporation under the laws of the State of Florida.

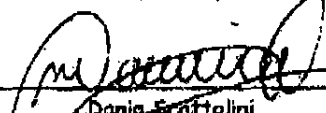
  
Anselmo Julio Gonzalez-Pacheco  
DIRECTOR

  
Graciela A. Gonzalez-Pacheco  
DIRECTOR

ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and state that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501

IN WITNESS WHEREOF I have hereby set my hand and seal this 3<sup>rd</sup> day of March, 2009.

  
Daniel Scattolini  
REGISTERED AGENT

Montiel Davis, Fonte & Cordona-Diaz  
111 NE First Street  
8<sup>th</sup> Floor  
Miami, FL 33132  
Ph: 305-446-1151  
Fax: 305-441-8148

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