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VERIGREEN ENERGY CORPORATION

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**ARTICLES OF INCORPORATION
OF
VERIGREEN ENERGY CORPORATION**

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

ARTICLE I NAME

The name of the corporation shall be:

VERIGREEN ENERGY CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1690 South Congress Avenue, Suite 200, Delray Beach, Florida 33445 or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful activities or business.

ARTICLE IV SHARES

The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 30,000,000, consisting of 25,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

Preferred Stock. The Preferred Stock may be issued from time to time in one or more classes or series. The Board of Directors is hereby expressly authorized to provide for the issuance of shares of Preferred Stock in one or more classes or series and to establish from time to time the number of shares to be included in each such class or series and to fix the designations, powers, preferences and relative, participating, optional and other special rights, if any, of each such class or series and the qualifications, limitations and restrictions thereof, as shall be stated in the resolution(s) adopted by the Board of Directors providing for the issuance of such class or series and included in articles of amendment filed pursuant to the Florida Business Corporation Act. Without limiting the generality of the foregoing, the resolution or resolutions providing for the establishment of any class or series of Preferred Stock may, to the extent permitted by law, provide that such class or series shall be superior to, rank equally with or be junior to the Preferred Stock of any other class or series. Except as otherwise expressly provided in the resolution or resolutions providing for the establishment of any class or series of Preferred Stock, the resolution or resolutions providing for the establishment of any class or series of Preferred Stock shall be a prerequisite to the issuance of any shares of any class or series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation.

Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each

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such share of Common Stock held on each matter properly submitted to the stockholders on which the holders of shares of Common Stock are entitled to vote. Except as otherwise required by law or these Articles of Incorporation, at any annual or special meeting of the stockholders the holders of outstanding shares of Common Stock shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the stockholders. Notwithstanding the foregoing, except as otherwise required by law or these Articles of Incorporation, holders of Common Stock shall not be entitled to vote on any amendment to these Articles of Incorporation that relates solely to the terms of one or more outstanding class or series of Preferred Stock if the holders of such affected class or series are entitled, either separately or together with the holders of one or more other such class or series, to vote thereon pursuant to these Articles of Incorporation.

Subject to the rights of the holders of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Corporation) when, as and if declared thereon by the Board of Directors from time to time out of any assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in such dividends and distributions.

In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and after payment or provision for payment of the debts and other liabilities of the Corporation, and subject to the rights of the holders of Preferred Stock in respect thereof, the holders of shares of Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

ARTICLE V INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation.

The name and street addresses of the initial directors is as follows:

- | | |
|------------------------|--|
| (1) Scott R. Silverman | 1690 South Congress Avenue, Suite 200
Delray Beach, Florida 33445 |
| (2) William J. Caragol | 1690 South Congress Avenue, Suite 200
Delray Beach, Florida 33445 |

ARTICLE VI REGISTERED AGENT/OFFICE

The street address of the initial registered office of the Corporation in the State of Florida is 1690 South Congress Avenue, Suite 200, Delray Beach, Florida 33445 and the name of the initial registered agent of the Corporation at that address is Allison Tomek.

ARTICLE VII INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is William J. Caragol, 1690 South Congress Avenue, Suite 200, Delray Beach, Florida 33445.

ARTICLE VIII DURATION AND BEGINNING OF CORPORATE EXISTENCE

The Corporation shall exist perpetually. The date when corporate existence of this Corporation shall begin shall be upon the date of filing of these Articles with Secretary of State.

ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person who, at the request of the Corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI AMENDMENT

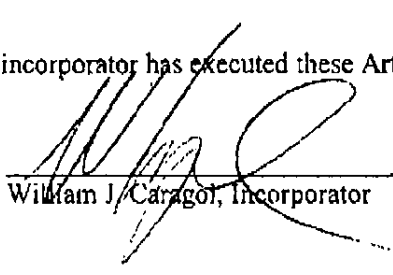
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on this 29th day of April, 2009.



William J. Caragoi, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That VERIGREEN ENERGY CORPORATION desiring to organize under the laws of the
State of Florida with its initial registered office as indicated in the Articles of Incorporation at 1690
South Congress Avenue, Suite 200, Delray Beach, Florida 33445 has named Allison Tomek as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place
designated in this certificate, the undersigned agrees to act in that capacity, to comply with the
provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of
that position.

Dated this 29 day of April, 2009.


Allison Tomek

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

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