

**Electronic Articles of Incorporation
For**

P09000048686
FILED
June 03, 2009
Sec. Of State
jshivers

AGRO-ENERGY USA INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

AGRO-ENERGY USA INC.

Article II

The principal place of business address:

1111 KANE CONCOURSE
518
BAY HARBOR ISLANDS, FL. US 33154

The mailing address of the corporation is:

1111 KANE CONCOURSE
518
BAY HARBOR ISLANDS, FL. US 33154

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000,000

Article V

The name and Florida street address of the registered agent is:

AGRO-ENERGY HOLDING LLC
1111 KANE CONCOURSE
518
BAY HARBOR ISLANDS, FL. 33154

I certify that I am familiar with and accept the responsibilities of registered agent.

P09000048686
FILED
June 03, 2009
Sec. Of State
jshivers

Registered Agent Signature: JACOB GITMAN

Article VI

The name and address of the incorporator is:

AGRO-ENERGY HOLDING LLC
1111 KANE CONCOURSE
518
BAY HARBOR ISLANDS FL 33154

Incorporator Signature: JACOB GITMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JACOB GITMAN
1111 KANE CONCOURSE, SUITE 518
BAY HARBOR ISLANDS, FL. 33154 US

Title: VP
OLEG SHVABSKY
1111 KANE CONCOURSE, SUITE 518
BAY HARBOR ISLANDS, FL. 33154 US

Title: SECR
OLEG SHVABSKY
1111 KANE CONCOURSE, SUITE 518
BAY HARBOR ISLANDS, FL. 33154 US

Article VIII

The effective date for this corporation shall be:

06/03/2009