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FLORIDA PROFIT/NON PROFIT CORPORATION

Smart Energy Grid Associates, Inc.

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08/21/09 16:55:13 ET TO:

858-617-6381 FROM:

0139838881 Drummond Wehle Ross 002

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SMART ENERGY GRID ASSOCIATES, INC.

ARTICLES OF INCORPORATION

The undersigned incorporator, by the execution of these Articles of Incorporation and the submission hereof for filing by the Department of State of the State of Florida, does hereby form a corporation for profit under and in accordance with the laws of the State of Florida.

Article 1
Name

The name of the corporation formed hereby (the "Corporation") is:

Smart Energy Grid Associates, Inc.

Article 2
Commencement and Term of Existence

The Corporation's existence shall commence on and as of August 17, 2009, provided that these Articles of Incorporation are filed with and by the Florida Department of State within five (5) business days after such date; if these Articles of Incorporation are not filed within five business days after such date, however, then the Corporation's existence shall commence on and as of the date of such filing. In any case, from and after the commencement of its existence, the Corporation shall exist perpetually unless and until dissolved in accordance with law.

Article 3
Business and Purposes

The general nature of the business to be transacted by the Corporation, and the objects or purposes of the Corporation, shall be the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, the Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

Article 4
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 1,000,000 shares of common stock with a par value of \$0.01 per share. Each share of stock shall entitle the holder thereof to such rights and privileges as are conferred by law, by these Articles of Incorporation or by the Bylaws of the Corporation. The Corporation may issue shares of capital

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SMART ENERGY GRID ASSOCIATES, INC.
ARTICLES OF INCORPORATION

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stock at any time and in an manner as may be permitted from time to time by law. When issued, all shares of stock shall be fully paid and nonassessable.

Article 5 **Board of Directors**

The business and affairs of the Corporation shall be managed by its directors, who together shall constitute the Corporation's board of directors ("Board of Directors"), which as a board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders of the Corporation. The full Board of Directors of the Corporation shall at all times comprise at least one (1) member, the exact number of directors to be fixed from time to time by the directors or stockholders of the Corporation or by its Bylaws. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to constitute the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the Corporation's Bylaws. Subject to the Bylaws of the Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice law in the State of Florida. The stockholders of the Corporation may remove any director from office at any time with or without cause in accordance with the provisions of the Bylaws.

Article 6 **Amendment of Articles of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation; provided, however, that these Articles of Incorporation as now in effect or hereafter amended shall not be inconsistent with or contrary to, but shall be subordinate to, the laws of the State of Florida and of the United States.

Article 7 **Bylaws**

The power to adopt the Bylaws of the Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of the Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors. The Bylaws of the Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be

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SMART ENERGY GRID ASSOCIATES, INC.
ARTICLES OF INCORPORATION

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subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

Article 8
Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall not apply to the Corporation or to transactions with the Corporation.

Article 9
Principal Office and Mailing Address

The street address of the initial principal office, and the mailing address of the Corporation as of the time of execution of these Articles of Incorporation, are:

6987 E. Fowler Ave
Tampa, FL 33617

Article 10
Registered Agent and Registered Office

The address of the initial registered office of the Corporation, and the initial registered agent of the Corporation at such office, shall be:

Initial Registered Office	Registered Agent
6987 E. Fowler Ave Tampa, FL 33617	Cary Ross

The Corporation shall have the right to change such registered agent and/or such registered office at any time and from time to time as provided by law.

Article 11
Incorporator

The name and street address of the incorporator of the Corporation are:

Incorporator's Name	Street Address
Cary Ross	6987 E. Fowler Ave Tampa, FL 33617

SMART ENERGY GRID ASSOCIATES, INC.
ARTICLES OF INCORPORATION

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Article 12
Initial Board of Directors and Officers

(a) The initial Board of Directors of the Corporation shall consist of two (2) members who, subject to these Articles of Incorporation, the Bylaws of the Corporation and applicable law, shall hold office until the earlier to occur of the first annual meeting of stockholders of the Corporation or the first special meeting of stockholders of the Corporation at which at least one director of the Corporation is elected, or until such earlier time as a successor or successors has or have been duly elected and qualified. The names and mailing addresses of the initial directors are:

Director's Name	Address
Arif Islam	c/o Smart Energy Grid Associates, Inc. 6987 E. Fowler Ave Tampa, FL 33617
Alexander Domijan, Jr.	c/o Smart Energy Grid Associates, Inc. 6987 E. Fowler Ave Tampa, FL 33617

(b) The initial officers of the Corporation who, subject to these Articles of Incorporation, the Bylaws of the Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be:

Officer's Name	Title
Arif Islam	Co-President
Alexander Domijan, Jr.	Co-President

* * * * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED August 21, 2009.



CARY ROSS

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08/21/09 16:57:06 ET TO:

850-617-6381 FROM:

8139838001 Drummond Wehle Ross 006

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ARTICLES OF INCORPORATION

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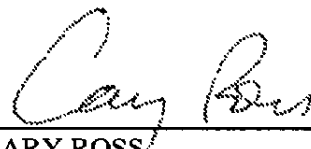
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SMART ENERGY GRID ASSOCIATES, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under Section 607.0505, Florida Statutes.

DATED August 21, 2009.


CARY ROSS

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TALLAHASSEE, FLORIDA

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