

10/26/2009 08:46:55 551652835 METTLER DELTA IN POND PAGE 01 of 07
Division of Corporations Page 1 of 1
PO9000088672

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000225841 3)))



H090002258413ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : CARROLL AND STERLACCI P.L.
Account Number : I20070000079
Phone : (561)833-9631
Fax Number : (561)655-2835

RECEIVED
09 OCT 26 PM 1:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Gwynella Energy, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

FILED
09 OCT 26 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

B. McKnight OCT 27 2009

09 OCT 26 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED 02/07

H09000225841 3

ARTICLES OF INCORPORATION
OF
GWYNELLA ENERGY, INC.

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

ARTICLE I. NAME

The name of the corporation shall be Gwynella Energy, Inc. (the "Corporation")

ARTICLE II. NATURE OF BUSINESS

The 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 total number of shares of all classes, which the Corporation is authorized to issue, is One Million One Hundred Thousand (1,100,000) shares, consisting of:

1. One Million (1,000,000) shares of Class A common stock, \$0.0001 par value per share (the "Common Stock");
2. One Hundred Thousand (100,000) shares of Class A non-voting convertible preferred stock, \$0.0001 par value per share ("Preferred Stock").

Except as otherwise restricted by these Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of capital stock of the Corporation shall be as hereafter provided in this Article III.

H09000225841 3

A. PREFERRED STOCK

The holders of the Preferred Stock shall have the following conversion rights and obligations (the "Conversion Rights"):

(1) Right to Convert Preferred Stock. Subject to Paragraph (2) hereof, each share of Preferred Stock shall be convertible at the option of the holder thereof at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into the *greater* of (a) one share of fully paid and non-assessable share of Common Stock, or (b) an amount which in the aggregate equals as many shares of Common Stock as is necessary to equal seventy-five percent (75%) of the fully paid and non-assessable shares of Common Stock then issued and outstanding over the number of shares of Preferred Stock then issued and outstanding.

(2) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid, and, if less than all of the shares of the Preferred Stock represented by such certificate are converted into Common Stock, a certificate representing the shares of Preferred Stock not converted into Common Stock. In the event of any conversion at the election of a holder of Preferred Stock, such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(3) No Impairment. This Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issuance or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section A and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Preferred Stock against impairment.

(4) Reservation of Common Issuable upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, in addition to such other remedies as shall

109000225841 3

be available to the holder of such Preferred Stock, the Corporation will take such corporate action as may, in the option of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in reasonable efforts to obtain the necessary stockholder approval of any necessary amendment to these Articles of Incorporation.

(5) Adjustments For Stock Events. In the event that at any time or from time to time, the Corporation shall (i) effect a capital reorganization, reclassification or recapitalization, (ii) issue any additional shares of stock, or (iii) the occurrence of any stock split, stock dividend, reverse stock split or other subdivision of the Common Stock (collectively, a "Stock Event"), then the number of shares of Common Stock to be received by the holders of the Preferred Stock upon the conversion of the Preferred Stock shall be appropriately adjusted such that the proportion of the number of shares issuable hereunder to the total number of shares of the Corporation (on a fully diluted basis) prior to such Stock Event is equal to the proportion of the number of shares issuable hereunder to the total number of shares of the Corporation (on a fully-diluted basis) after such Stock Event.

(6) No Other Rights. Holders of the Preferred Stock shall not be entitled to any additional rights other than the Conversion Rights set forth above. The Preferred Stock shall have no voting rights, no liquidation rights and no dividend rights.

(7) No Reissuance of Preferred Stock. No shares of Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued.

B. COMMON STOCK

(1) General. The rights of the holders of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs, are subject to and qualified by the rights of the holders of any other class of the Corporation's capital stock or other equity securities that may hereafter be issued and outstanding having rights upon the occurrence of a liquidation, dissolution or winding up of the corporation (a "Liquidation") senior to or *pari passu* with the rights of holders of Common Stock.

(2) Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

(3) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any other classes or series of the corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock.

(4) Liquidation. Upon the occurrence of a Liquidation, holders of Common Stock will be entitled to receive all assets of the corporation available for distribution to its shareholders, subject to the rights and preferences of any other classes or series of the

H09000225841 3

corporation's capital stock that are issued and outstanding having rights upon the occurrence of a Liquidation senior to or *pari passu* with the rights of holders of Common Stock.

ARTICLE IV. ADDRESS.

The principal address of the corporation is 5944 Coral Ridge Drive, #306, Coral Springs, FL 33076.

The street address of the initial registered office of the corporation is 5944 Coral Ridge Drive, #306, Coral Springs, FL 33076 and the name of the initial registered agent of the corporation at that address is Jason A. Bishara.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The names and street addresses of the initial members of the Board of Directors are:

Jason A. Bishara
5944 Coral Ridge Drive, #306
Coral Springs, FL 33076

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, by law, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

H0900225841 3

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR


The name and address of the incorporator to these Articles of Incorporation is:

Jason A. Bishara
5944 Coral Ridge Drive, #106
Coral Springs, FL 33076

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

22 IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of October, 2009.



Jason A. Bishara, Incorporator

H0900225841 3

H09000225841 3

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

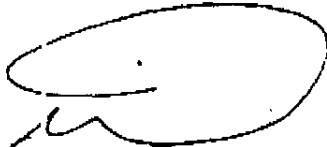
The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Gwynella Energy, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, State of Florida, has named Jason A. Bishara, located at 5944 Coral Ridge Drive, #306, Coral Springs, FL 33076, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 22 day of October, 2009.



Jason A. Bishara

FILED
09 OCT 26 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA