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**FLORIDA PROFIT/NON PROFIT CORPORATION
ALTERNATIVE RENEWABLE ENERGY CORP.**

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ARTICLES OF INCORPORATION
OF
ALTERNATIVE RENEWABLE ENERGY CORP.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **ALTERNATIVE RENEWABLE ENERGY CORP.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3280 Suntree Boulevard, Suite 105, Melbourne, Florida 32940 and the mailing address is 1840 Coral Way, Suite #4-648, Miami, Florida 33145.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22nd Street, 4th Floor
Miami, Florida 33145

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

| | |
|------------|---------------|
| President: | Wayne A. Doss |
| Secretary: | Wayne A. Doss |

whose mailing addresses shall be the same as the principal office of the Corporation.



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ARTICLE 6 - DIRECTOR(S)

The Director of the Corporation shall be:

Wayne A. Doss

whose mailing addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

A statement of the preferences, privileges, and restrictions granted to or imposed upon the respective classes of shares or the holders thereof is mentioned below. The maximum number of common shares that this Corporation is authorized to have outstanding at any time is 100,000,000 shares classified as follows:

7.1 **COMMON SHARES.** 100,000,000 shares of common stock at the par value of \$0.001 each. The terms of the common shares of the Corporation shall be as follows:

7.1.1. **Notice of Shareholders' Meetings.** All holders of shares of common stock shall be identical with each other in every respect. The holders of common shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right of notice of shareholders' meetings, and,

7.1.2. **Voting.** All holders of shares of common stock shall have exclusive voting rights and shall be entitled to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation and,

7.1.3. **Dividends.** Subject to all of the rights of the preferred shares, dividends may be paid on the common shares, as and when declared by the Board of Director(s), out of any funds of this Corporation legally available for the payment of such dividends, and

7.1.4. **Liquidation.** Upon voluntary liquidation, dissolution, or winding up of this Corporation, the holders of common shares shall be entitled to receive the net assets of the Corporation after distribution has been completed to holders of preferred shares, and



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7.1.5. Preemptive Rights. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance, and

7.1.6. Issuance of Stock. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation, and

7.1.7. Unissued Stock. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

7.2. PREFERRED SHARES. 10,000,000 shares of preferred stock at the par value of \$0.01 each. The terms of the preferred shares of the Corporation shall be as follows:

7.2.1. Dividends. The holders of preferred shares shall not be entitled to receive dividends and such preferred shares shall be cumulative.

7.2.2. Liquidation. In the event of a voluntary liquidation, dissolution, or winding up of this Corporation, the holders of preferred shares shall be entitled to receive out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to 106 percent of the par value of such preferred shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in 7.2.1 of this Article, to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

In the event of an involuntary liquidation, dissolution, or winding up of this Corporation, the holders of preferred shares shall be entitled to receive, out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to 100 percent of the par value of such preferred



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shares and a further amount equal to the dividends unpaid and accumulated thereon as provided in 7.2.1 of this Article to the date of such distribution, whether earned or declared or not, and no more, before any payments shall be made or any assets distributed to the holders of common shares.

If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the preferred shares shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of this Corporation to be distributed shall be distributed ratably among the holders of the preferred shares.

In the event of any liquidation, dissolution, or winding up of this Corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of preferred shares on distribution or otherwise, the holders of common shares shall be entitled to receive, ratably, all of the remaining assets of this Corporation.

A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this clause, and

7.2.3. Redemption. This Corporation, at the option of the Board of Director(s), may redeem the whole or from time to time may redeem any part of the preferred shares on any dividend date by paying in cash therefor 106 percent of par value of each preferred share and, in addition to such amount, an amount in cash equal to all dividends on preferred shares unpaid and accumulated as provided in 7.2.1 of this Article, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding preferred shares, this Corporation shall designate by lot, in such manner as the Board of Director(s) may determine, the shares to be redeemed, or shall effect such redemption pro rata. Less than all of the preferred shares at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all preferred shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all preferred shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least 30 days previous notice by mail, postage prepaid, shall be given to the holders of record of the preferred shares to be redeemed, such notice to be addressed to each to each such shareholder at his or her post office address as shown by the records of this Corporation. On or after the date fixed for redemption and stated in such notice, each holder of preferred shares



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called for redemption shall surrender his certificate evidencing such shares to this Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then notwithstanding that the certificates evidencing any preferred shares so called for redemption shall not have been surrendered, the dividends with respect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price thereof without interest upon surrender of their certificates therefor.

If, on or prior to any date fixed for redemption of preferred shares, this Corporation deposits with any bank or trust company in the State of Florida, as a trust fund, a sum sufficient to redeem, on the date fixed for the redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give notice of redemption thereof if such notice shall not previously have been given by this Corporation, or to complete the giving of such notice if theretofore commenced, and with instructions, irrevocable for a period of at least six years, to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. From and after the date of deposit, the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to receive payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor. Any moneys deposited by this Corporation pursuant to this paragraph and unclaimed at the end of six years from the date fixed for redemption shall be repaid to this Corporation upon its request expressed in a resolution of its Board of Director(s), without prejudice to the rights of this Corporation or of any party who may be entitled to such moneys, and



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7.2.4. Notice of Shareholders' Meetings. The holders of the preferred shares shall not be entitled to any notice of shareholders' meetings or to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation, except where such notice or vote is required by law or by these Articles of Incorporation, and

7.2.5. Voting. The holders of the preferred shares shall be entitled to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation. The holders of preferred shares as a class shall be entitled to elect the directors in accordance with the Corporation's Bylaws.

7.2.6. Preemptive Rights. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance, and

7.2.7. Issuance of Stock. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation, and

7.2.8. Unissued Stock. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.



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ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.



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ALTERNATIVE RENEWABLE ENERGY CORP.
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ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



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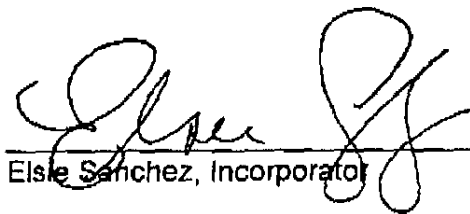
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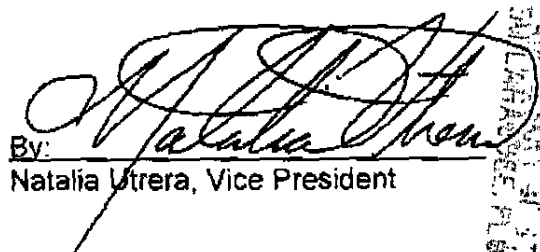
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13th day of April 2010.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.


By: Natalia Utrera
Natalia Utrera, Vice President

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