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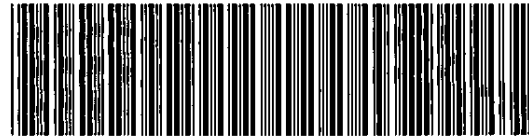
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TALLAHASSEE, FLORIDA

07/06/11

EFFECTIVE DATE 06/28/11

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Brian V. Bergman
Melissa R. Smith

June 28, 2011

Via Certified Mail, Return Receipt Requested
Article # 7008 1830 0003 4462 9081

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Chemenergy, Inc.
Our File No. 3470

Dear Sir/Madam:

On behalf of the above-referenced corporation, I enclose herewith an original and one (1) copy of the fully executed and notarized Articles of Incorporation, together with our firm check in the amount of \$78.75.

Please have this original copy of the Articles of Organization filed among the corporate records of the State of Florida effective _____, so long as the Articles of Organization are filed within five (5) business days of this date. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	<u>8.75</u>
TOTAL	\$78.75

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:mrs
Enclosures

ARTICLES OF INCORPORATION
OF
CHEMENERGY, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be:

CHEMENERGY, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

2523 Lincoln Avenue
Miami, Florida 33133

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) To develop and exploit all forms of renewable alternate energy sources including, without limitation, hydrogen, thermochemical and electrochemical processing to produce biofuels; and

(2) To develop and exploit chemical processes which will remove dangerous gasses and substances from biowaste and greenhouse gasses and fossil fuels in a cost efficient manner; and

(3) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

EFFECTIVE DATE 06/28/11

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TALLAHASSEE, FLORIDA

ARTICLE IV
CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V
CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI
REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII
DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

Robin Parker

2523 Lincoln Avenue
Miami, Florida 33133

Dr. Melahn L. Parker

2523 Lincoln Avenue
Miami, Florida 33133

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, Chemenergy, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as Sacher, Martini & Sacher, P.A., 2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134, and has named CHARLES P. SACHER as its initial Registered Agent who is located at such address.

ARTICLE X
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles P. Sacher	2655 LeJeune Road, Suite 1101 Coral Gables, Florida 33134

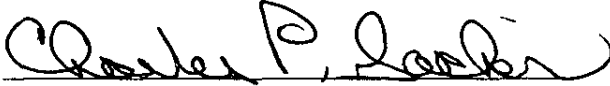
ARTICLE XI
SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 28th day of June, 2011, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

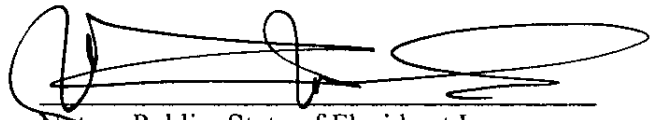
WITNESS my hand and seal this 28th day of June, 2011.


Charles P. Sacher

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 28 day of June, 2011.



Notary Public, State of Florida at Large

My commission expires:



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MIAMI-DADE FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for CHEMENERGY, INC., at the place designated in ARTICLE IX of the Articles of Incorporation to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.


Charles P. Sacher, Registered Agent

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