

**Electronic Articles of Incorporation
For**

P15000102207
FILED
December 24, 2015
Sec. Of State
tdcannon

US POWER AND GAS, 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:
US POWER AND GAS, INC.

Article II

The principal place of business address:
9701 INTERNATIONAL COURT NORTH
SUITE #A
ST. PETERSBURG, FL. US 33716

The mailing address of the corporation is:
9701 INTERNATIONAL COURT NORTH
SUITE #A
ST. PETERSBURG, FL. US 33716

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:
1,000

Article V

The name and Florida street address of the registered agent is:
THOMAS COLBY
9701 INTERNATIONAL COURT NORTH
SUITE #A
ST. PETERSBURG, FL. 33716

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

Registered Agent Signature: THOMAS COLBY

P15000102207
FILED
December 24, 2015
Sec. Of State
tdcannon

Article VI

The name and address of the incorporator is:

KRISTIN ONTIVEROS
1801 E. EDINGER AVE.
SUITE #200
SANTA ANA, CA 92705

Electronic Signature of Incorporator: KRISTIN ONTIVEROS

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: MGR
QUANTUM ENERGY HOLDINGS, LLC
6275 S. PEARL STREET #100
LAS VEGAS, NV. 89120

Article VIII

The effective date for this corporation shall be:

01/01/2016