



NATURAL ENERGY RESOURCES

995000019048

June 19, 1995

To whom it may concern:

Please find enclosed check # 1336
in the amount of 70. for the filing
of the Articles of Incorporation for
San Marco Capital Inc.

900001519569
-06/21/95--01069--006
*****70.00 *****70.00

Sincerely,

Andrew H. Christy

6/23/95

ARTICLES OF INCORPORATION
OF
SAN MARCO CAPITAL, INC.

95 JUN 21 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of twenty-one (21) years or more, and who is a citizen of the State of Florida, acting as Incorporator of a corporation (hereinafter called the "Corporation"), under the Florida Business Corporation Act (hereinafter called the "Act"), hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE

Name

The name of the Corporation is SAN MARCO CAPITAL, INC.

ARTICLE TWO

Duration

The period of its duration is perpetual.

ARTICLE THREE

Purposes

Section 1. The purpose or purposes for which the Corporation is organized are:

Clause (a). To contract for the use and sale of information and/or services of all kinds and for any and all purposes and to distribute, purchase, and sell information, goods, wares, merchandise, commodities and articles of every kind and description;

Clause (b). To establish, maintain, operate and engage in any and all types of research and to develop, sell or otherwise market any product, information, technology or service resulting from same;

Clause (c). To form or enter into any partnership or partnerships, including commercial, mining, ordinary, similar or dissimilar to those enumerated, either as a general partner, a limited partner, a partner in commendam or as any other kind of partner, in which such partnerships there shall or may be one or more general partners, limited partners, partners in commendam or other kind or kinds of partners or any one or more of them in addition to the

Corporation, and the purpose of which partnership or partnerships is similar in any one or more of the objects or purposes set forth in this Section 1;

Clause (d). To form or enter into any joint venture or ventures and any lawful arrangement or arrangements for sharing of profits, union of interest or interests, reciprocal association or concessions, of cooperative association, or to cooperate with any corporation, association, partnership, individual or legal entity for the carrying on of any business which this Corporation is authorized to carry on, or any business transaction or activity capable of being conducted so as, directly or indirectly, to benefit the Corporation.

Clause (e). To establish, maintain, operate and engage in a general manufacturing business, and to buy and otherwise acquire, and sell or otherwise dispose of, and generally deal in any and all kinds of personal property used or useful in the conduct of such business and to purchase real property incident to such use or any other purpose herein stated.

Clause (f). To apply for, register, purchase, lease or otherwise acquire and to hold, own, use, develop, operate and introduce and to sell, assign, transfer, grant or acquire licenses, franchises, or territorial rights in respect to or otherwise turn to account or dispose of any copyrights, trademarks, trade-names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, processes, contrivances, improvements, and properties whether used in connection with or secured under letters patent or otherwise; and in consideration of any such license, sale, grant or assignment, to receive royalties, shares of capital stock, bonds, or securities of any other business organization, or any other consideration, and to contract therefor;

Clause (g). To carry on and conduct research work upon any and all problems arising in connection with development of any article or thing or any service related to or connected with any of the other purposes of this Corporation;

Clause (h). To purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with personal property, or any interest therein, wherever situated, as the purposes of the Corporation shall require; and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

Clause (i). To do everything necessary, advisable, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do all other things incidental to or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. Construction of Purposes. None of the above purpose clauses shall, unless otherwise expressed, be limited or restricted by reference to, or inference from the terms of any other purpose clause in these Articles of Incorporation; and each of the purposes specified in the above purpose clauses shall be regarded as independent purposes. In each of the above purpose clauses, all words are used in their broadest sense, and such clauses and words are intended to be construed in such sense.

Section 3. Powers in Addition to Statutory Powers. Subject to any limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of but not in addition to the purposes set forth in Section 1 of this Article, any and all of the purposes set forth in Section 1 of this Article shall be construed as creating powers (as well as declaring purposes) as fully as if the text of each clause in Section 1 of this Article were repeated in Section 3. When being so construed as creating powers, none of the clauses in Section 1 of this Article shall, unless otherwise expressed, be limited or restricted by reference to or inference from, the terms of any other clause, and each of such clauses shall be regarded as creating powers, all words are used in their broadest sense, and such clauses and words are intended to be construed for purposes of this Section, in such sense.

Section 4. Direction of Purposes and Exercise of Powers by Directors. Subject to any limitations of restrictions imposed by the Act, by other law, or by these Articles of Incorporation, the Board of Directors is hereby authorized to direct the purposes set forth in this Article of these Articles of Incorporation and to exercise all the powers of the Corporation, without previous authorization or subsequent approval by the shareholders; and all parties dealing with the Corporation shall have the right to rely on any action taken by the Corporation pursuant to such action by the Board of Directors.

Section 5. Limiting Clause. Nothing in this Article is to be construed as authorizing the Corporation to transact any business in the State of Florida expressly prohibited by any law of the State of Florida or to engage in any activity in the State of Florida which cannot lawfully be engaged in without first obtaining a license under the laws of the State of Florida and which license cannot be granted to a corporation. The acquisition of ownership of land by purchase, lease or otherwise shall not at any time be the main purpose of business of the Corporation.

ARTICLE FOUR

Capital Stock

The aggregate number of the shares which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, all of one class and of no par value.

ARTICLE FIVE

Registered Office, Registered Agent, Principal Office Address

The post office address of the initial registered office of the Corporation is 3115 Spring Glen Road, Suite 507, Jacksonville, Florida 32207, and the name of the initial registered agent at such address is George S. Hardesty. The mailing address of the corporation's principal office is 3115 Spring Glen Road, Suite 507, Jacksonville, Florida 32207.

ARTICLE SIX

Board of Directors

Section 1. Initial Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation is two (2).

Section 2. Name and Addresses. The name and address of the persons who are elected to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are:

Andrew H. Christian, Jr., 5000 San Jose Blvd., #177, Jacksonville, FL 32207
George S. Hardesty, 1660 River Road, Suite 21, Jacksonville, Florida 32207

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director, and the number of directors shall not be decreased to less than one (1) director nor increased to more than nine (9) directors. In the absence of a Bylaw fixing the number of directors the number shall be two (2).

ARTICLE SEVEN

Denial of Pre-Emptive Rights

No shareholder shall be entitled as a matter of right to subscribe for, purchase or receive any shares of stock or rights or options of the Corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof or out of the shares of the stock of the Corporation acquired by it after the issuance thereof, nor shall any shareholder be entitled as a matter of right to subscribe for, purchase or receive any bonds, debentures or other securities which the Corporation may issue or sell that shall be convertible into or exchangeable for stock or to which shall be attached or appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for, purchase, or receive from the Corporation any shares of its capital stock; but all such additional issues of stock, rights and options, or of bonds, debentures or other securities convertible into or exchangeable for stock or to which warrants shall be attached or appertain or which shall confer upon the holder the right to subscribe for, purchase or receive any shares of stock may be issued and disposed of by the Board of Directors to such persons, firms or corporations as in their absolute discretion may deem advisable. The acceptance of stock in the Corporation shall be a waiver of any preemptive or preferential right which in the absence of this provision might otherwise be asserted by the shareholders of the Corporation or any of them.

ARTICLE EIGHT

Provisions for Regulation of the Internal Affairs of the Corporation.

Provisions for the regulation of the Internal Affairs of the Corporation are:

Section 1. Voting. At every meeting of the shareholders, every holder of Common Stock of the Corporation shall be entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation. No shareholder shall have the right to cumulate his votes for the election of directors, but each share be entitled to one vote in the election of each director.

Section 2. Bylaws. The Board of Directors shall adopt the initial Bylaws, and from time to time may alter, amend or repeal the Bylaws or adopt new Bylaws, but the shareholders from time to time may alter, amend or repeal Bylaws adopted by the Board of Directors or may adopt new Bylaws; provided, however, that any provisions of the Bylaws limiting or restricting the sale, assignment, transfer, pledge, mortgage or hypothecation or any stock or other securities of the Corporation may not be altered, amended or repealed, as to any class of shares or securities subject thereto, without the prior written consent of all the registered owners of shares, or securities of such class at the time outstanding. By acceptance of any share of stock of the Corporation, the holder or owner thereof shall be deemed to assent to, and to delegate, such power as is herein conferred on the Board of Directors to alter, amend or repeal the Bylaws or to adopt new Bylaws.

Section 3. Certain Powers of the Board of Directors. In addition to and in furtherance of, and not in limitation of the powers conferred by the laws of the State of Florida and any powers conferred upon the Board of Directors by any other provision of these Articles of Incorporation, the Board of Directors shall have the power and authority, without any action by the shareholders of the Corporation.

Clause (a). To authorize the payment to members of the Board of Directors and of the committees of the Board of Directors, of their expenses in acting as such, and reasonable fees or other compensation for acting as such, and to determine the amount of such fees or compensation and any conditions upon which such fees or compensation shall be paid.

Clause (b). From time to time, to fix and determine and to vary the amount to be reserved as working capital of the Corporation; and, before the payment of any dividends or the making of any distribution of profits, the Board of Directors may set aside out of the net profits or earned surplus of the Corporation such sums as it may from time to time determine in its absolute direction to be proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends, or for repairing or maintaining any property of the Corporation, or for an addition to the stated capital, capital surplus, or earned surplus, or for any other corporate purposes that the Board of Directors shall think conducive to the best interest of the Corporation, subject only to the requirements of the Act or other law and such limitation as the Bylaws may from time to time impose;

Clause (c) From time to time, to establish, re-establish, amend, alter or repeal and put into effect and carry out such a plan or plans as may from time to time be approved by the Board of Directors for the distribution among or sale to the officers and employees of the Corporation, or any of them, in addition to their regular salaries or wages, of any monies or other property of the Corporation, or of any shares of Stock of the Corporation, of any class, in consideration for or in recognition of the services rendered by such officers and employees.

Section 4. Interest of Directors and Officers in Contracts. The Corporation may enter into contracts or transact business with one or more of its directors or officers, or with any firm of which one or more its directors or officers are members or employees, or in which they are otherwise interested, or with any corporation or association in which any of its directors or officers are stockholders, directors, officers, members, employees or otherwise interested; and no contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are members or employees, or in which they are otherwise interested, or between the Corporation and any corporation or association in which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are otherwise interested shall be void or voidable or otherwise affected by reason of such directorship or office in the Corporation or such interest in such other firm, corporation or association, notwithstanding that such director or directors having such interest are present and counted in determining the existence of a quorum at a meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding that the vote of such director or directors having such interest shall have been necessary to authorize, approve, ratify or otherwise obligate the Corporation upon such contract or transaction, provided that (1) the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or (2) the fact of such interest shall be disclosed to the shareholders and the shareholder, by written consent or by vote of holders of record of a majority of all the outstanding shares entitled to vote, shall authorize, approve or ratify such contract or transaction; nor shall any director or officer be liable to account to this Corporation for any profits realized by or from or through any such transaction or contract of the Corporation by reason of such directorship, office, or interest. Nothing herein contained shall create liability in the events above described or prevent the authorization, ratification or approval of such transactions or contracts in any manner permitted by law. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. Liability of Directors and Officers in Certain Cases. A director, member of any committee of the Board of Directors, or officers of the Corporation shall not be liable for his acts as such if he is fully protected or excused from liability by any provision of the Act or other law of the State of Florida, and in addition, to the fullest extent permitted by law, each director, member of any committee of the Board of Directors, or officer shall, in the performance of any duty imposed or in the exercise of any power conferred upon him by the Corporation, be

fully protected and excused from liability if, in the exercise of ordinary care, he acted in good faith

Section 6. Ratification by Shareholders or Directors of Certain Acts The Board of Directors in its discretion may submit any contract, transaction or act for approval or ratification at any shareholders' meeting, and any contract, transaction or act of the Corporation or the Board of Directors that shall be approved or be ratified by the vote of a majority of the shares represented in person or by proxy at any shareholders' meeting at which there is a quorum, shall be valid and binding upon the Corporation and upon all the shareholders as if it had been approved and ratified by every shareholder; but the fact that any contract, transaction or act is not submitted to the shareholders for approval or ratification or any failure of the shareholder to approve or ratify such contract, transaction or act, when submitted, shall not be deemed in any way to invalidate the same or to deprive the Corporation, its Board of Directors or officers of power and authority to proceed with the execution or performance of such contract, transaction or act. Any transaction questioned in any shareholders' derivative suite on the ground of lack of authority, defection or irregular execution, adverse interest of a director, officer or stockholder, nondisclosure, miscomputation, or the application of improper principles and practices of accounting may be ratified, unless prohibited by law, before or after judgment, by the Board of Directors or by the shareholders; and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and said ratification shall be binding upon the Corporation and its shareholders and shall constitute a bar to any claim or execution of any judgment in respect to such questioned transaction.

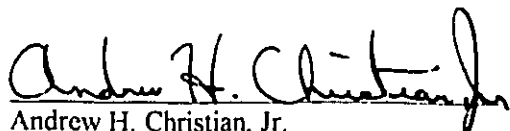
ARTICLE NINE

Incorporator

The name and address of the Incorporator is:

Andrew H. Christian, Jr., with offices at 3115 Spring Glen Road, Suite 507, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, the Incorporator, have hereunto set my hand, this 19th day of June, 1995.


Andrew H. Christian, Jr.

STATE OF FLORIDA

COUNTY OF DUVAL

25 JUN 21 11:01 PM
SECRETARY OF STATE
RECEIVED
I, Cathy Stamann a Notary Public, do hereby certify that on this 19th day of June, 1995, personally appeared before me, ANDREW H. CHRISTIAN, JR., who, being by me first duly sworn, declared that he is the person who signed the foregoing instrument as Incorporator, and that the statements contained herein are true. who has produced

FL DL# C 623-008-50-339-2 as ID.
6/19/95

Cathy Dawn Stamann
Notary Public in and for the
State of Florida



CATHY DAWN STAMANN
COMMISSION # CC 329291
EXPIRES AUG 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

THIS INSTRUMENT PREPARED BY:

George S. Hardesty
GEORGE S. HARDESTY
3115 Spring Glen Road, Suite 507
Jacksonville, Florida 32207

P 9500049048

Requestor's Name

TODD & TODD

Attorneys at Law

2309 Park Street
Jacksonville, Florida 32204

700001749767

-03/19/96--01126--010

*****35.00 *****35.00

Office Use Only

CORPO

NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

96

FILED
MAR 19 PM 1:36
CLERK OF STATE
FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Each
CRG
3-25

Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
FLORIDA submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: SAN MARCO CAPITAL, INC.
- 1b. Date of incorporation JUNE 21, 1995 Document number P95000049048

2. The name and address of the current registered agent and office:

GEORGE S. HARDESTY

3115 Spring Glen Road, Suite 507, Jacksonville, Florida 32207

3. The name and address of the new registered agent and office.
(P.O. Box Not Acceptable)

ANDREW H. CHRISTIAN, JR.

5000 San Jose Boulevard, #177, Jacksonville, Florida 32207

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Andrew H. Christian, Jr.
2/29/96
DATE

Andrew H. Christian, Jr. - President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Andrew H. Christian, Jr.
(Registered Agent)

DATE

2/29/96

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314