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2/27/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000

FAX: (904) 922-4000

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305) 672-0686

FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ENERGY OPPORTUNITY MANAGEMENT, INC.

FAX AUDIT NUMBER: H96000002789

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/27/1996

TIME REQUESTED: 16:59:14

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

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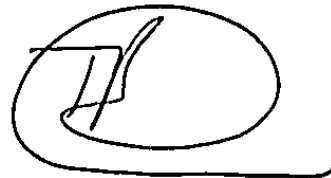
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TALLAHASSEE, FLORIDA
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2/28/96



FLORIDA DIVISION OF CORPORATIONS

96 FEB 28 AM 11:20

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**Articles of Incorporation
of
Energy Opportunity Management, Inc.**

Article I. Name

The name of this Florida corporation is:
Energy Opportunity Management, Inc.

Article II. Address

The mailing address of the Corporation is:
Energy Opportunity Management, Inc.
P.O. Box 669
Palm Beach FL 33480

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TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value .001 per share.
Additionally, the Corporation shall have the authority to issue 1,000,000 shares of preferred stock, par value .001 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Dale Prinfrock

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 28, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 28, 1996

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0886

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

Energy Opportunity Management, Inc.

REGISTERED AGENT:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Joseph P. Mata, Vice President

Date: February 28, 1996

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6829
(305) 672-0686

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1/14/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: ENERGY OPPORTUNITY MANAGEMENT, INC.

AUDIT NUMBER.....H97000000774

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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Articles of Amendment

Article I. Name

The name of this Florida corporation is Energy Opportunity Management, Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended to include the following additional provisions:

Denial of Preemptive Rights

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

Amendment of Bylaws

Notwithstanding anything in these Articles of Incorporation, the Bylaws, or applicable state corporation law, the shareholders shall not adopt, modify, amend or repeal bylaws of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the Corporation entitled to vote thereon.

Shareholders

Inspection of Books. The Board of Directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

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Liability and Indemnification of Directors and Officers

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its Bylaws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this Corporation against any contingency or peril as may be determined to be in the best interests of this Corporation, and to procure policies of insurance at this Corporation's expense.

Contracts

No contract or other transaction between this Corporation and any person, firm or other company shall be affected by the fact that any other officer or director of this Corporation is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or in the future obtains a direct or indirect interest in such contract.

Anti-Takeover Opt Out

The Corporation elects not to be governed by the Affiliated Transactions Statute, F.S. 607.0901, or any successor law. The Control Share Acquisitions Statute, F.S. 607.0902, or any successor law, shall not apply to control share acquisitions of shares of the Corporation.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on January 14, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on January 14, 1997.

Energy Opportunity Management, Inc.

By: 

Dale B. Finrock, Jr.

Its: President

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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