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YATÉ K. CUTLIFF

ATTORNEY AT LAW

P.O. Box 15095

St. Petersburg, FL 33733

(813) 867-3116; Fax (813) 867-7016

March 8, 1996

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

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403/03/96--11003-0112
***\$122.50 ***\$122.50

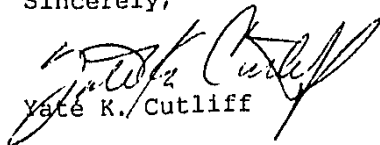
Re: Incorporation of ENERGY MASTERS, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$122.50, for the filing, certified copy and registered agent designation fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me

Sincerely,


Yaté K. Cutliff

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96 MAR 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
ENERGY MASTERS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, YATÉ K. CUTLIFF, a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

ENERGY MASTERS, INC.

ARTICLE II. PURPOSE.

The general purposes for which the Corporation is organized are the following:

1. To engage in the manufacturing, distribution and sale of thermal technological products and items related thereto;
2. To engage in and transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
3. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III. AUTHORIZED SHARES.

The aggregate number of shares of all classes which the Corporation is authorized to issue is Five Hundred Thousand (500,000) shares, of which \$200,000 shares, \$.10 par value, shall be

a class designated "preferred shares" and \$300,000 shares, \$.10 par value, shall be a class designated "common shares."

A. Preferred Shares

(1) Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations, as shall hereafter be determined in the resolution or resolutions providing for the issue of such preferred shares from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board of Directors.

(2) Each series of Preferred Shares:

- (a) may have such number of shares;
- (b) may have such voting powers, full or limited, or may be without voting powers;
- (c) may be subject to redemption at such time or times and at such prices;
- (d) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares;
- (e) may have such rights upon the dissolution of, or upon any distribution of the assets of shares;
- (f) may be made convertible into, or exchangeable for, shares of any other class or classes (except a class having prior or superior rights and preferences as to dividends or distribution of assets upon liquidation or of any other series of the same of any other class or classes of shares of the corporation at such price or prices or at such rates of exchange, and with such adjustments;
- (g) may be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount of amounts;
- (h) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and

(1) may have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof;

all as shall be stated in said resolution or resolutions providing for the issue of such preferred shares. Except where other wise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue or any series of preferred shares, the number of shares comprising such series may be increases or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

(3) Shares of any series of preferred shares which have been redeemed (whether through the operation of a sinking fund or other wise) or purchased by the Corporation, or which if convertible or exchangeable, have been converted into or exchanged for shares of any other class or classes shall have the status of authorized and unissued preferred shares and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of preferred shares to be created by resolution or resolutions of the Board of Directors or as part of any other series of preferred shares, all subject to the conditions or restriction on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of preferred shares and to any filing required by law.

B. Common Shares

The par value of common share shall be payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The common shares of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

Subject to all of the right of the preferred shares or any series thereof, the holder of the common shares shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, shares or otherwise, as provided by Florida law.

Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the preferred shares of each series shall have been paid

in full the amounts to which they respectively shall be entitled or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the common shares in accordance with their respective rights and interests, to the exclusion of the holders of the preferred shares.

ARTICLE IV. PREEMPTIVE RIGHTS.

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to other, that Shareholder's pro rata portion of the following:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

2. Any obligation that the Corporation may issue or sell which convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by written waiver signed by the Shareholder.

ARTICLE V. REGISTERED OFFICE AND AGENT.

The initial street address of the Corporation's registered office is 3000 34th Street South, Suite D, St. Petersburg, Florida, 33711.

The initial registered agent for the Corporation at that address is

YATÉ K. CUTLIFF.

ARTICLE VI. INCORPORATOR.

The name and street address of the initial incorporator signing these articles of incorporation is:

Name
YATÉ K. CUTLIFF

Address
3000 34TH STREET SOUTH SUITE D
ST. PETERSBURG, FL 33711

ARTICLE VII. INDEMNIFICATION.

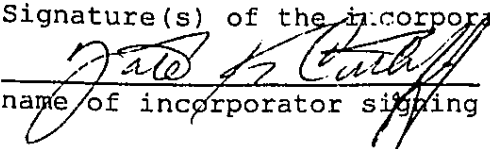
The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law, including but not limited to Florida Statutes Section 607.850.

ARTICLE III. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 8th day of March, 1996

Signature(s) of the incorporator(s)


name of incorporator signing

FILED

96 MAR 13 AM 11:01

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ENERGY MASTERS, INC.

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

YATÉ K. CUTLIFF
3000 34TH STREET SOUTH, SUITE D
ST. PETERSBURG, FL 33711

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date

Yaté K. Cutliff
March 8, 1996