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TO: DIVISION OF CORPORATIONS

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PHONE: (305)541-3694

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NAME: APPLIED ENERGY RESOURCES, INC.  
AUDIT NUMBER.....H98000003505  
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ARTICLES OF INCORPORATION  
OF  
APPLIED ENERGY RESOURCES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of the corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated under Section 607, F.S.A.

ARTICLE TWO

The name of this corporation is Applied Energy Resources, Inc., and the address of the principal office of the corporation is 915 Middle River Drive, Suite 302, Fort Lauderdale, Florida 33304.

ARTICLE THREE

This corporation shall commence its existence on filing, and its existence shall be perpetual.

ARTICLE FOUR

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FIVE

The maximum number of shares of common stock with \$ .10 par value that this corporation is authorized to have outstanding at any one time is 15,000,000 shares.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes of at the organization meeting.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

Prepared by and electronically filed by:  
PAMELA M. MIDDLEBROOKS, ESQ.  
915 Middle River Drive, Suite 302  
Fort Lauderdale, Florida 33304  
Florida Bar No.: 400378  
(954) 568-2777

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Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and issuance of such amount of the capital stock as the directors may decide.

#### ARTICLE SIX

The street address of the initial principal office of this corporation is 915 Middle River Drive, Suite 302, Fort Lauderdale, Florida 33304; and the Registered Agent of this corporation is Pamela M. Middlebrooks, Esq., whose address is 915 Middle River Drive, Suite 302, Fort Lauderdale, Florida 33304. The board of directors may in its sole discretion change the location of the principal office of the corporation and the designation of the registered agent, and notify the Secretary of State, without the need of any amendment of this certificate.

#### ARTICLE SEVEN

The number of directors of this corporation shall be not less than one. The number of directors may be increased from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Hans Kaiser	5111 N. W. 48th Avenue, Coconut Creek, Florida 33073
Pamela M. Middlebrooks	915 Middle River Drive, Suite 302, Fort Lauderdale, Florida 33304
Joseph Tringali	320 S. E. 9th Street, Fort Lauderdale, Florida 33316

#### ARTICLE EIGHT

The name and address of the person signing these articles is Hans Kaiser, 5111 N.W. 48th Avenue, Coconut Creek, Florida 33073.

#### ARTICLE NINE

The power to adopt, alter, and or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE TEN

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these articles or incorporation, or any amendment hereto, and any right conferred upon the

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shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 22 day of February, 1998.

  
HANS KAISER  
Incorporator

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared HANS KAISER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of February, 1998.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL  
PAMELA M MIDDLEBROOKS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC388702  
MY COMMISSION EXP. OCT. 22, 1998

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST, that Applied Energy Resources, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Lauderdale, Florida, has named PAMELA M. MIDDLEBROOKS, ESQ., Resident Agent, whose office is located at 915 Middle River Drive, Suite 302, City of Fort Lauderdale, State of Florida, 33304, as its agent to accept service of process within Florida.

  
Incorporator

Date

FEB 20/98

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 20 day of February 1998.

SIGNATURE 

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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