

P98000063936

TRANSMITTAL LETTER

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

400002592854--6
-07/20/98--01051--004
****122.50 ****122.50

SUBJECT: FLORIDA ALTERNATIVE POWER CORPORATION

I enclose an original and ONE copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

I have also enclosed two copies of the certificate of designation . A total of \$35.00 is for filing of Articles, \$35.00 for designating a registered agent and \$52.50 for a certified, file stamped copy of the Articles of Incorporation for the above corporation.

I did check on the name availability over the phone to your office on July 15, 1998.

SIGNED: Bill Glen Foster

From:

Bill Glen Foster
Name

1607 Sunset Drive
Address

Clearwater
City

Florida
State

33755
Zip

727-446-1663
Telephone Number

FILED
98 JUL 20 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN 7-21-98

ARTICLES OF INCORPORATION

OF

FLORIDA ALTERNATIVE POWER CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: FLORIDA ALTERNATIVE
POWER CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this
corporation shall be:

1607 SUNSET DRIVE

CLEARWATER, FLORIDA 33755

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is
authorized to have outstanding at any one time is: 5,000,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

BILL GLEN FOSTER

1607 SUNSET DRIVE

CLEARWATER, FLORIDA 33755

ARTICLE V INCORPORATOR

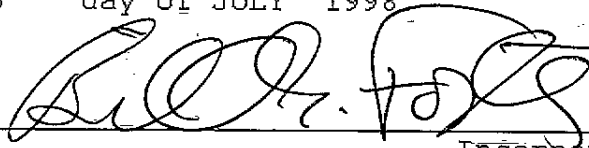
The name and street address of the incorporator to these
Articles of Incorporation is:

BILL GLEN FOSTER

1607 SUNSET DRIVE

CLEARWATER, FLORIDA 33755

The undersigned has executed these Articles of Incorporation this
16th day of JULY 1998



Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 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:

FLORIDA ALTERNATIVE POWER CORPORATION.

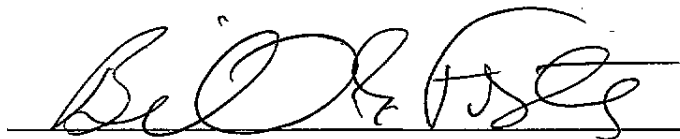
2. The name and address of the registered agent and office is:

BILL GLEN FOSTER

1607 SUNSET DRIVE

CLEARWATER , FLORIDA 33755

Signature: _____



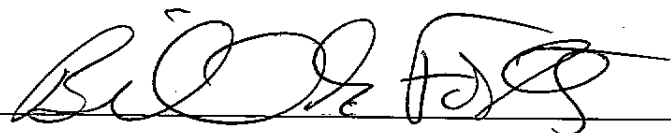
Title: PRESIDENT/CEO

Date: JULY 16, 1998

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TALLAHASSEE, FLORIDA

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:

A handwritten signature in black ink, appearing to be "B. Q. H. S.", written over a horizontal line.

Date: JULY 16, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA