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October 26, 1998

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*****78.75 *****78.75

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

SUBJECT: GLOBAL ENERGY RESOURCE MANAGEMENT, INC.

Enclosed, please find an original and two (2) copies of the Articles of Incorporation for the above-referenced corporation. Attached is a check for \$78.75 for the filing fee and return of Certificate with one Certified Copy.

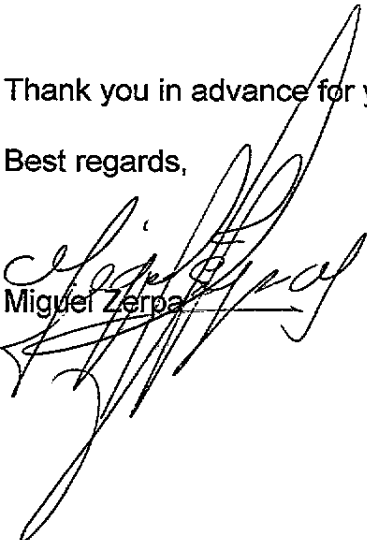
Please return same to the address below; a priority mail envelope has been included.

Miguel Zerpa
Global Energy Resource Management, Inc.
8240 S.W. 210 Street, Suite 107
Miami, FL 33189

Thank you in advance for your care and attention.

Best regards,

Miguel Zerpa



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

**GLOBAL ENERGY
RESOURCE MANAGEMENT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

The name of the corporation shall be:

Global Energy Resource Management, Inc.

ARTICLE II:

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

8240 S.W. 210 Street
Suite 107
Miami, FL 33189

ARTICLE III:

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

One hundred (100) shares.

ARTICLE IV:

The name and address of the initial registered agent is:

Miguel Zerpa
Global Energy
Resource Management, Inc.
8240 S.W. 210 Street
Suite 107
Miami, FL 33189

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GLOBAL ENERGY
RESOURCE MANAGEMENT, INC.
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ARTICLE V:

The names and street addresses of the incorporators to these Articles of Incorporation are as follows:

Miguel Zerpa
8240 S.W. 210 Street
Suite 107
Miami, FL 33189

who will hold seventy (70) percent of the outstanding shares of stock, and

Crystal L. Canfield
8240 S.W. 210 Street
Suite 107
Miami, FL 33189

Who will hold thirty (30) percent of the outstanding shares of stock.

The undersigned has executed these Articles of Incorporation this 20th day of October, 1998.



MIGUEL ZERPA, PRESIDENT



CRYSTAL L. CANFIELD, SECRETARY

CERTIFICATE OF DESIGNATION OF
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:

Global Energy Resource Management, Inc.

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

Miguel Zerpa
8240 S.W. 210 Street
Suite 107
Miami, FL 33189

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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.



MIGUEL ZERPA, PRESIDENT

DATE: _____
10/26/98