

TRANSMITTAL LETTER

P98000097756

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

SUBJECT: _____

(Proposed corporate name - must include suffix)

500002688345--9
-11/16/98--01090--015
*****122.50 *****78.75

EFFECTIVE DATE
11-15-98

PLEASE REGISTER ENERGY AND WEALTH INCORPORATED
MY PHONE NUMBER IS 407-323-5188 IF YOU NEED TO
CALL. THANK YOU FOR YOUR COURTESY.

Bruce A. Ryals

BRUCE A. RYALS
2020 WEST FAIRBANKS AVE
WINTER PARK, FLORIDA
32789

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 10:06

NOTE: Please provide the original and one copy of the articles.

R. Purinton NOV 20 1998

ARTICLES OF INCORPORATION
OF
ENERGY AND WEALTH INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 10:06

IN COMPLIANCE WITH THE REQUIREMENTS OF F.S. CHAPTER 607, THE UNDERSIGNED, BEING 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 1

THE NAME OF THE CORPORATION (CORPORATION) IS THE FOLLOWING
ENERGY AND WEALTH INCORPORATED

ARTICLE 11

THE EXISTENCE OF THE CORPORATION SHALL BEGIN
NOVEMBER 15, 1998

ARTICLE 111

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 2020 WEST FAIRBANKS AVENUE, WINTER PARK, FLORIDA 32789

ARTICLE 1V

THE MAXIMUM NUMBER OF SHARES THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 (ONE HUNDRED) ALL OF WHICH SHALL BE COMMON SHARES. ALL COMMON SHARES SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS THEREOF SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHAREHOLDERS HAVE THE RIGHT TO VOTE.

ARTICLES V

THE INITIAL STREET ADDRESS OF THE CORPORATION'S REGISTERED OFFICE IS 2020 WEST FAIRBANKS AVENUE, WINTER PARK, FLORIDA 32789. THE INITIAL REGISTERED AGENT FOR THE CORPORATION AT THAT ADDRESS IS BRUCE. A. RYALS .

ARTICLES VI

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE MEMBER. THE NAME AND ADDRESS OF THE PERSON WHO WILL SERVE ON THE INITIAL BOARD OF DIRECTORS IS: BRUCE A. RYALS, PRESIDENT, SECRETARY AND TREASURER, LOCATED 2020 WEST FAIRBANKS AVE, WINTER PARK, FLORIDA 32789

ARTICLES V11

THE NAME AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS BRUCE A. RYALS, 2020 WEST FAIRBANKS AVENUE, SUITE 208, WINTER PARK, FLORIDA 32789 .

ARTICLE 1X

THE CORPORATION SHALL INDEMNIFY, OFFICERS, EMPLOYEES, AND AGENTS TO THE FULLEST EXTENT PERMITTED BY LAW.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 12TH DAY OF NOVEMBER, 1998 .

Bruce A. Ryals
NAME: BRUCE A. RYALS

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR ENERGY AND WEALTH INCORPORATED. AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THAT POSITION PURSUANT TO F.S. 607.0501(3).

Bruce A. Ryals
NAME: BRUCE A. RYALS

NOVEMBER 12, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 10:07