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ROBERT DAVIS
215 S.W. 5th Street
Boca Raton, FL 33432
561-392-0448

FILED

99 JAN 11 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 6, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: PALM BEACH ENERGY, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and our check in the amount of \$78.75 (for corps and p.a.'s) representing the filing fees for the above captioned Corporation.

Kindly return the certified copy of the Articles of Incorporation in the enclosed, postage, prepaid envelope at your earliest convenience.

Very truly yours,


Robert Davis

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ARTICLES OF INCORPORATION
OF

PALM BEACH ENERGY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is PALM BEACH ENERGY, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 1688 Madrid Way, Boca Raton, FL 33434.
- THIRD: The Corporation is authorized to issue 1000 shares of common stock, par value \$.10 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 1688 Madrid Way, Boca Raton, FL 33434 and the registered agent at that address is Joseph McGlaughlin.
- FIFTH: The name and address of the incorporator of the Corporation is Joseph McGlaughlin.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have two (2) director(s) initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of the Corporation is(are): Joseph McGlaughlin, 1688 Madrid Way, Boca Raton,

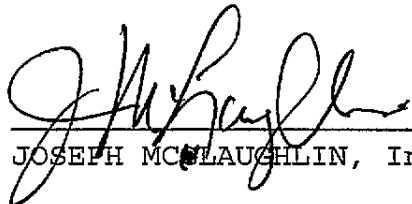
FL 33434 and Robert Davis, 215 S. W. 5th Street, Boca Raton, FL 33432

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

TENTH: The existence of the Corporation shall commence upon the filing of these Articles and be perpetual.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of Dec., 1998.



JOSEPH MC~~LAUGHLIN~~LAUGHLIN, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED

99 JAN 11 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act. 12/15/98



JOSEPH MC LAUGHLIN, President