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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FERNAND LAMOTHE, INC.
Account Number : 105057001570
Phone : (954) 768-9548
Fax Number : (954) 768-9775

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BIOMASSE INTERNATIONAL INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BIOMASSE INTERNATIONAL INC.

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

ARTICLE I NAME

The name of the corporation shall be "BIOMASSE INTERNATIONAL INC."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721 S.E. 17TH STREET, FORT LAUDERDALE, FLORIDA 33316.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Five Millions(5,000,000) shares of Common stocks class "A" at 1,00\$ per share value. Fifteen Millions (15,000,000) shares of Common stocks class "B" at 0,001\$ per share value.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 768 9548

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, Chartered Accountant, 721 S.E. 17th Street, Fort Lauderdale, Florida 33316.

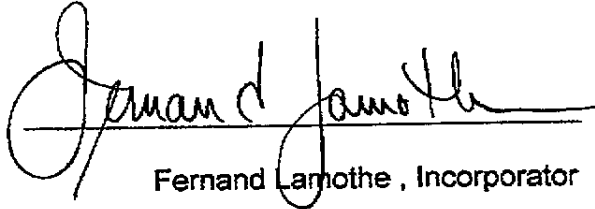
ARTICLE VI INCORPORATOR

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

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street, Fort Lauderdale,
Florida, 33316

The Corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Directors are, Benoit Dufresne President, 3360, Cote Richelieu, Trois Rivieres Ouest (Quebec) G8Y 3J4 Canada and Simon Dufresne, vice president secretary, 175 rue Thiffault, Cap de la Madeleine (Quebec) G8W 1Y5, Canada.

The undersigned has executed these Articles of Incorporation this 19th day of March, 1999.


Fernand Lamothe, Incorporator

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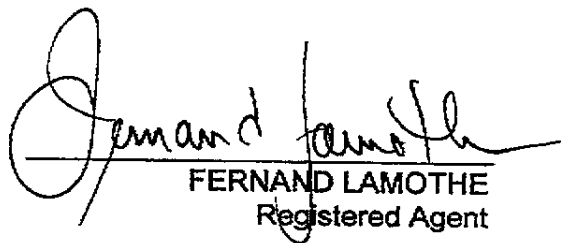
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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 19, 1999.


FERNAND LAMOTHE
Registered Agent

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