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Law Offices of Richard E Enright

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July 27, 1999


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

000002946140--7
-07/30/99--01073--016
*****87.75 *****87.50

RE: PARADIGM ENERGY CORPORATION

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.75 to cover filing fee, certified copy and certificate of status.. We enclose a self addressed stamped envelope for your convenience.

Very truly yours


Richard E. Enright

FILED
99 JUL 30 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard Enright GAVE

AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 8/6

DOC. EXAM Fee

ARTICLES OF INCORPORATION of

PARADIGM ENERGY CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation

ARTICLE I NAME

The name of the corporation is PARADIGM ENERGY CORPORATION

ARTICLE II DURATION

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

The purpose or purposes for which the corporation is organized are to engage in research, development and licensing of fusion technology, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not prohibited by the Florida corporations laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes are not prohibited by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue five million (5,000,000) shares of voting common stock, all of one class, at ten cents (\$.10) par value.

ARTICLE V PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial street address in Florida of the initial principal office of the corporation is 1463 Troon Circle, Palm City, FL 34990-4428. The name of the initial registered agent at such address is Richard E. Enright, Esq.

**ARTICLE VI
BOARD OF DIRECTORS**

The board of directors of the corporation shall initially be composed of three persons. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law but shall never be less than three. The name and address of the initial members of the board of directors, who shall serve until their successors are elected and qualified are as follows:

David A. Cappelletti	55852 Riverdale Drive	Elkhart	IN 46514
Margaret Clements	4111 Apple Tree Court	Bloomington	IN 47403
George Noggle	7676 Hampton Place Lane	Cincinnati	OH 45244

**ARTICLE VII
OFFICERS**

The officers of the corporation shall consist of a president, secretary and treasurer. Other officers may be provided by the by-laws. Each officer shall be elected by the board of directors (and may be removed by the board of directors) at such time and in such manner as may be prescribed in the by-laws. The name and title of the initial officers of the corporation is as follows:

President	David A. Cappelletti
Treasurer	George Noggle
Secretary	Margaret Clements
Assistant Secretary	Richard E. Enright, Jr.

**ARTICLE VIII
REGISTERED AGENT & OFFICE**

The name of the registered agent is: Richard E. Enright, Esq. The street address of the initial registered office of the corporation is: 1463 S.W. Troon Circle, Palm City, Florida 34990-4428.

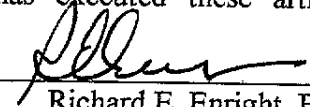
**ARTICLE IX
INCORPORATOR**

The name and address of the Incorporator signing these articles of incorporation is as follows:
Richard E. Enright, Esq. 1463 S.W. Troon Circle, Palm City FL 34990-4428.

**ARTICLE X
AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these articles of incorporation on this 27th day of July 1999.


Richard E. Enright, Esq.
Incorporator & Assistant Secretary

**PARADIGNE ENERGY CORPORATION
CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation pursuant to the submission of its Articles of Incorporation to the Florida Department of State, Division of Corporations, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

PARADIGM ENERGY CORPORATION

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

**Richard E. Enright, Esq.
1463 S.W. Troon Circle
Palm City, Fl 34990-4428
(561) 283-2489**

Having been named as registered agent 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 that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete Performance of my duties, and am familiar with, and accept the obligations of my position as registered agent.

Dated: July 27, 1999


Richard E. Enright

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