

TRANSMITTAL LETTER

May 15, 2000

P000000049802

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

EFFECTIVE DATE
6-1-00

FILED
00 MAY 15 PM 3:05
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

SUBJECT: H2 ENERGY, INC.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), I enclose an original and one (1) copy of the **Articles Of Incorporation For H2 Energy, Inc.**

I also enclose a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of Status

ADDITIONAL COPY REQUIRED

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*****87.50 *****87.50

FROM:

Address: H2 Energy, Inc.
4668 Canard Rd.
Melbourne, FL 32934
Phone/Fax: (321) 757-9726

Sincerely,

Dale A. Shepherd
Registered Agent and Incorporator

C.C.
5-19-00

ARTICLES OF INCORPORATION FOR H2 ENERGY, INC.

Effective June 01, 2000

EFFECTIVE DATE

6-1-00

FILED
MAY 15 PM 3:05
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation shall be: **H2 Energy, Inc.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business shall be: **Address: H2 Energy, Inc.
4668 Canard Rd.
Melbourne, FL 32934
Phone/Fax: (321) 757-9726**

ARTICLE III. PURPOSE

The purpose for which the corporation is organized:
H2 Energy, Inc. will provide energy solutions to customers, focusing on hyper-efficient and non-polluting hydrogen energy technologies. The Corporation will offer energy project development consulting services, as well as integrated energy system products.

ARTICLE IV. SHARES

The number of shares of stock is: **30,000 shares**, at a par value of \$0.01 per share.

ARTICLE V. INITIAL OFFICERS/DIRECTORS

Dale A. Shepherd
4668 Canard Rd.
Melbourne, FL 32934

Robert M. Kempinski
900 Nelson Dr.
Melbourne, FL 32940

Kenneth R. Ford
1833 Carpenter Rd.
Titusville, FL 32796

ARTICLE VI. REGISTERED AGENT

Dale A. Shepherd
4668 Canard Rd.
Melbourne, FL 32934

ARTICLE VII. INCORPORATOR

Dale A. Shepherd
4668 Canard Rd.
Melbourne, FL 32934

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

These Articles Of Incorporation For H2 Energy, Inc. Shall Be Effective June 01, 2000

Dale A Shepherd
Signature/Registered Agent

5/15/00
Date

Dale A Shepherd
Signature/Incorporator

5/15/00
Date