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FLORIDA PROFIT/NON PROFIT CORPORATION

NEWPORT ENERGY CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
NEWPORT ENERGY CORPORATION

ARTICLE I - Name and Address

The name of this corporation is NEWPORT ENERGY CORPORATION. The mailing address and principal office of the corporation is 3251 San Bernadino Street, Suite 333, Clearwater, Florida 33759.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3251 San Bernadino Street, Suite 333, Clearwater, Florida 33759, and the name of the initial registered agent of this corporation at that address is JOHN E. BRUYNELL.

ARTICLE V - Incorporator

The name of the person signing these Articles is JOHN E. BRUYNELL, whose address is 3251 San Bernadino Street, Suite 333, Clearwater, Florida 33759.

ARTICLE VI - Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation shall be one, and the name and address of the person sworn to serve as a Director until the first annual meeting of shareholders or until his successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
John E. Bruynell	3251 San Bernadino Street, Suite 333 Clearwater, Florida 33759

Prepared By:
A.R. Neal, Esq.
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33700
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(727) 481-1818

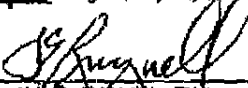
ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions 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, being the original incorporator, has executed these Articles of Incorporation this 4th day of April, 2006.



JOHN E. BRUYNELL

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, NEWPORT ENERGY CORPORATION, desiring to organize under the laws of the State of Florida, hereby designates the undersigned as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated: April 4th, 2006



JOHN E. BRUYNELL

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CLERK OF STATE
TALLAHASSEE FLORIDA