

CERTIFICATE OF FORMATION

of

CETNA ENERGY SOLUTIONS, INC.

The undersigned, for the purpose of forming an Alabama corporation pursuant to the provisions of the Alabama Business and Nonprofit Entity Code and the Alabama Business Corporation Law, as the same now exists or as may hereafter be amended (the "Law"), does hereby adopt the following Certificate of Formation:

ARTICLE I

The name of the Corporation is "Cetna Energy Solutions, Inc." (the "Corporation").

ARTICLE II

The purposes for which the Corporation is formed are:

- (a) To own and operate energy production assets and resources; and
- (b) To transact any lawful business for which corporations may be incorporated under the Law.

ARTICLE III

The street address and mailing address of the initial registered office of the Corporation is 517 Baronne Street, Helena, AL 35080. The name of the initial registered agent at the said registered office is Mark L. Warner.

ARTICLE IV

The name of the organizer/incorporator is Joshua M. Watkins, Esq., at Dominick Feld Hyde, P.C., P. O. Box 1387, Birmingham, Alabama 35201-1387.

ARTICLE V

- (a) The total number of shares which the Corporation shall have authority to issue is Four Million (4,000,000) Common Shares, par value of (\$0.001) per share.
- (b) All issued and outstanding shares have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one vote per

share and (ii) the right to receive the net assets of the Corporation upon dissolution.

(c) No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares, or other securities convertible into shares, of the Corporation which it may issue or sell, whether out of the number of shares now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

ARTICLE VI

(a) The names and addresses of the individuals who are to serve as the initial members of the Board of Directors are as follows:

Mark L. Warner	517 Baronne Street Helena, AL 35080
Jamie Cato	1625 2nd Avenue South Birmingham, AL 35233
Kevin Waddell	436 Camino Sobrante Orinda, California 94563
Trevis Lyon	1081 Inverness Cove Way Birmingham, AL 35242

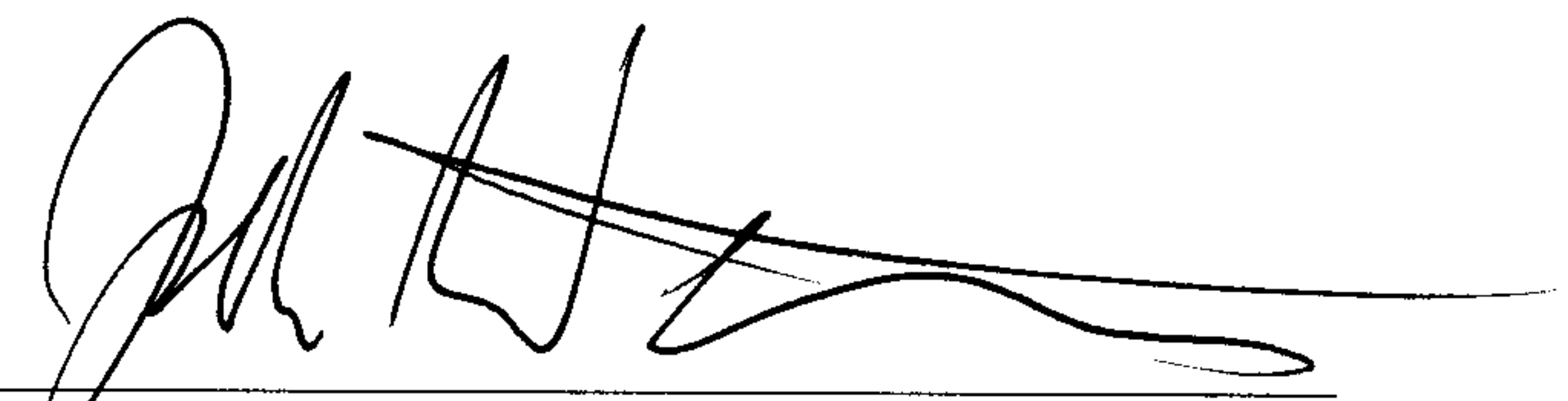
(b) A Director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for (i) the amount of a financial benefit received by a Director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 10A-2-8.33 of the Law; (iv) an intentional violation of criminal law; or (v) a breach of the Director's duty of loyalty to the Corporation or its shareholders. If the Law, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a Director of the Corporation, in addition

to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Law, or any successor statute thereto. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE VII

The Corporation has the same powers as an individual to take action and do all things necessary or convenient to carry out its business and affairs, except as otherwise provided by the Alabama Business and Nonprofit Entity Code or the Corporation's governing documents, including without limitation, all entity powers provided in Sections 10A-1-2.11, 10A-1-2.12 and 10A-1-2.13 of the Law. It is hereby expressly provided that the foregoing reference to entity powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

IN WITNESS WHEREOF, the undersigned, being the organizer/incorporator hereinbefore named, has executed this Certificate of Formation on this the 3rd day of April, 2012.



Joshua M. Watkins Organizer/Incorporator

This instrument prepared by:

Joshua M. Watkins, Esq.
Dominick Feld Hyde, P.C.
P.O. Box 1387
Birmingham, Alabama 35201-1387

Beth Chapman
Secretary of State

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Shelby Cnty Judge of Probate, AL
04/03/2012 02:58:29 PM FILED/CERT

P. O. Box 5616
Montgomery, AL 36103-5616

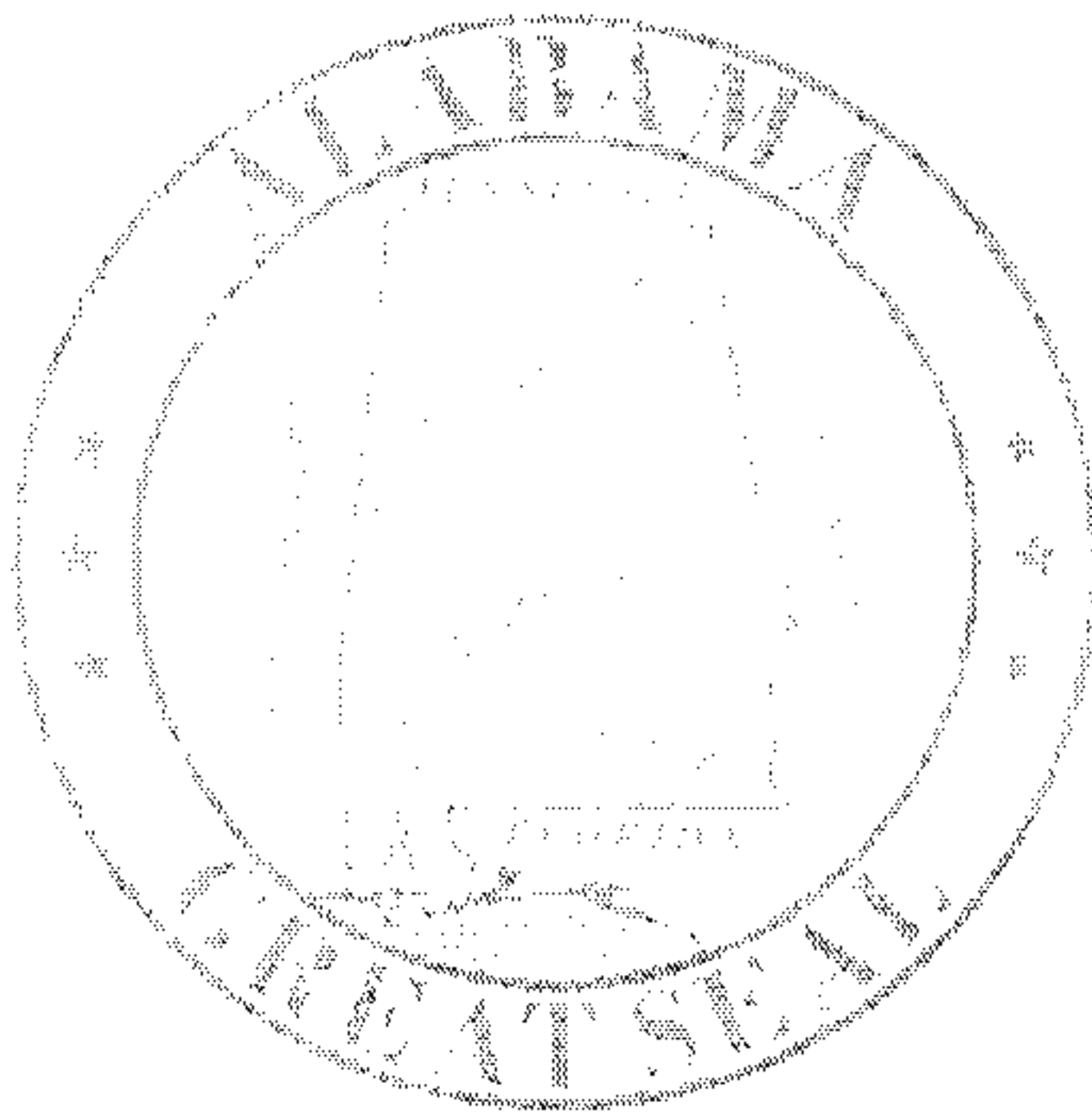
STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Cetna Energy Solutions, Inc.

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of Josh Watkins, P.O. Box 1387, Birmingham, AL 35201-1387
for a period of one hundred twenty days beginning April 3, 2012 and expiring
August 1, 2012.



600-459

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

April 3, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State