

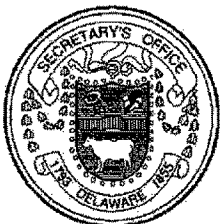
Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PHOENIX ESG, INC.", CHANGING ITS NAME FROM "PHOENIX ESG, INC." TO "PHOENIX ENERGY TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2009, AT 5:37 O'CLOCK P.M.

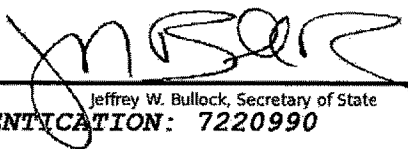
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4639540 8100

090321540

You may verify this certificate online at corp.delaware.gov/authver.shtml


 Jeffrey W. Bullock, Secretary of State
 AUTHENTICATION: 7220990

DATE: 03-31-09

TRADEMARK
REEL: 004724 FRAME: 0587

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:37 PM 03/31/2009
FILED 05:37 PM 03/31/2009
SRV 090321540 - 4639540 FILE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
PHOENIX ESG, INC.**

Phoenix ESG, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

A. The name of the Corporation is Phoenix ESG, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 30, 2008.

B. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, Phoenix ESG, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Fernando Ramirez, a duly authorized officer of the Corporation, on March 31, 2009.

/s/ Fernando Ramirez
Fernando Ramirez
President

EXHIBIT A

ARTICLE I

The name of the Corporation is Phoenix Energy Technologies, Inc.

ARTICLE II

The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The Corporation is authorized to issue two classes of stock, to be designated "Common Stock," with a par value of \$0.01 per share, and "Preferred Stock," with a par value of \$0.01 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is 80,000,000, and the total number of shares of Preferred Stock that the Corporation shall have authority to issue is 20,000,000.

The Corporation's Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the state of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of any class of capital stock of the Corporation may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding Common Stock of the Corporation, without the approval of the holders of the Preferred Stock, or of any series thereof, unless the approval of any such holders is required pursuant to the certificate or certificates establishing any series of Preferred Stock.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

ARTICLE VI

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

ARTICLE VII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall be indemnified by the Corporation in accordance with the Bylaws and shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

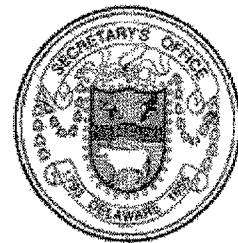
Any repeal or modification of the foregoing provisions of this Article VII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such repeal or modification.



State of Delaware


The Official Website for the First State

The Secretary of State of Delaware issued a certificate for PHOENIX ENERGY TECHNOLOGIES, INC. whose file number is 4639540 on 03/31/2009 under request number 090321540 for authentication number 7220990.



[Back](#)

Roxanne Diffie
Executive Assistant
Phoenix Energy Technologies
(877) 340-8855 ext. 1135
www.phoenixet.com

 Description: PhoenixET logo