

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

Current Report  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

*Date of Report:* **February 13, 2009**

**World Energy Solutions, Inc.**  
*(Exact name of Small Business Issuer in Its Charter)*

**Florida**  
*(State or Other Jurisdiction of Incorporation)*

**000-25097**  
*(Commission File Number)*

**65-0783722**  
*(IRS Employer Identification No.)*

**3900A 31<sup>st</sup> Street N., St. Petersburg, Florida 33714**  
*(Address of Principal Executive Offices and Zip Code)*

**(727) 525-5552**  
*(Registrant's Telephone Number, Including Area Code)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement to medications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Section 5 – Corporate Governance and Management**

### **Item 5.02 Departure of Certain Directors.**

World Energy Solutions, Inc. (the “Company”) (OTC BB:WEGY.OB), a Florida corporation focused on energy conservation technologies and environmental sustainability, announced today that Board of Director members George Lauro and David Zazoff have resigned from the Board of Directors on February 9, 2009 and February 13, 2009, respectively. Directors Mike Prentice and Robert Kratz have been removed from the Board of Directors on February 13, 2009 pursuant to a written consent to shareholder action without a meeting, as authorized by Sections 607.0704 and 607.0808 of the Florida Statutes and the bylaws of the Company.

### **Item 5.02 Election of Directors.**

At a meeting of the Board of Directors of the Company held on February 10, 2009, the Directors voted unanimously in favor of appointing Company Secretary, Jodi L. Crumbliss, to the Board of Directors to fill the director seat vacated by George Lauro.

Ms. Crumbliss has substantial corporate administrative experience which includes employment in customer service for Cox Cable as well as serving as the bookkeeper for a McDonalds franchisee that maintained 12 restaurants. Ms. Crumbliss also was formerly employed in the banking industry by The Merchant Bank and was employed in public administration with the City of Burlington, Vermont. Upon moving to Florida, Ms. Crumbliss served as Office Manager for the Arthur Murray Dance Studio in St. Petersburg where she handled and was responsible for all areas of office administration.

Ms. Crumbliss joined Company predecessor, Professional Technical Systems, Inc. in 1990. Her duties and responsibilities have steadily increased since the merger in November 2005.

She manages sales activities for several of the Company’s largest clients and has overall responsibility for customer service activities. In the last five years, Ms. Crumbliss has served as controller for the Company in addition to her corporate position as Company Secretary.

### **5.03 Amendments to Articles of Incorporation.**

Articles of Amendment to the Articles of Incorporation (the “Amendment”) for the Company were filed with the Florida Department of State, Division of Corporations on February 11, 2009. The Amendment relates to “ARTICLE IV CAPITAL STOCK” of the Company. The Amendment sets forth the preferences, limitations and relative rights of the various series created from the class of preferred stock previously authorized by the Company’s Articles of Incorporation.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WORLD ENERGY SOLUTIONS, INC.

By: /s/ Benjamin C. Croxton

Benjamin C. Croxton, Chief Executive Officer

DATED: February 13, 2009.

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
WORLD ENERGY SOLUTIONS, INC.**

The undersigned, being the Chief Executive Officer and a member of the Board of Directors of World Energy Solutions, Inc., a Florida corporation, hereby certifies that the following Amendments to the Corporation's Articles of Incorporation have been adopted by the Board of Directors of the Corporation on the dates set forth below pursuant to authority granted by the Articles of Incorporation with respect to each Series of Preferred Stock identified herein and in the manner prescribed by the Florida Business Corporation Act. These Amendments shall be added to ARTICLE IV CAPITAL STOCK, Preferred Stock:

ARTICLE IV CAPITAL STOCK

*Preferred Stock:*

Series "A" Convertible Preferred Stock

The Series "A" Convertible Preferred Stock (the "Preferred Stock") shall bear interest for a period of 12 months from the date of issuance at the rate of five percent (5%) per annum, compounded quarterly (at 1.25% per quarter), payable in cash or in shares of common stock of the Corporation. The principal amount upon which such interest is calculated shall be set forth in the written agreement for acquisition of the Preferred Stock.

Subject to applicable laws regulating the transfer and/or conversion of unregistered securities, the Preferred Stock shall be convertible at the election of the holder thereof into shares of common stock of the Corporation after a period of one year from the date of issuance. The number of shares of common stock of the Corporation to be issued upon conversion of the shares of Preferred Stock shall be subject to the terms of the written agreement for acquisition of the Preferred Stock, as negotiated between the Corporation and the Preferred Stock shareholder.

The Series "A" Convertible Preferred Stock shall be limited to 100,000 shares and have no voting rights. The asset distribution preference shall be at par value (\$.0001) per share. This Amendment was duly adopted by the Board of Directors on October 12, 2006.

Series "B" Convertible Preferred Stock

The Series "B" Convertible Preferred Stock (the "Preferred Stock") may be converted by holder at any time into common stock prior to the sixty (60) month anniversary of the execution of the Agreement and Plan of Acquisition regarding Advanced Alternative Energy, Inc. (the "Acquisition Agreement"). The conversion shall be based upon the face value of the Preferred Stock which is \$3,500,000 worth of common shares of World Energy Solutions, Inc. The number of common shares received upon conversion shall be based on the average of the five (5) day closing price prior to the conversion date. For example, if the shares traded at an average five day closing price of \$1.00 per share, then 3,500,000 common shares will be issued upon

conversion of all of the Preferred Stock. The average five day closing price per share of the common stock shall be no less than one cent (\$0.01) per share. The common shares will be salable pursuant to Rule 144.

Anytime after six months and before the 60<sup>th</sup> month anniversary of the Acquisition Agreement, World Energy Solutions, Inc. will have the right (but not the obligation) at its sole discretion, to repurchase any or all of the shares of Preferred Stock that have not been converted as follows:

- Within 12 months – 105% value
- Within 13 and 24 months – 110% value
- Within 25 – 36 months – 115% value
- Greater than 36 months – 120% value

There will be no coupon associated with the Preferred Stock. The Series “B” Convertible Preferred Stock shall have no voting rights. The asset distribution preference shall be at face value (\$3,500,000) and be subordinate to the Series “A” Convertible Preferred Stock. This Amendment was duly adopted by the Board of Directors on June 11, 2008.

#### Series “C” Convertible Preferred Stock

The Series “C” Convertible Preferred Stock (the “Preferred Stock”) may be converted by holder at any time into common stock prior to the sixty (60) month anniversary of the execution of the Agreement and Plan of Acquisition regarding H-Hybrid Technologies, Inc. (the “Acquisition Agreement”). The conversion shall be based upon the face value of the Preferred Stock which is \$3,750,000 worth of common shares of World Energy Solutions, Inc. The number of common shares received upon conversion shall be based on the average of the five (5) day closing price prior to the conversion date. For example, if the shares traded at an average five day closing price of \$1.00 per share, then 3,750,000 common shares will be issued upon conversion of all of the Preferred Stock. The average five day closing price per share of the common stock shall be no less than one cent (\$0.01) per share. The common shares will be salable pursuant to Rule 144.

Anytime after six months and before the 60<sup>th</sup> month anniversary of the Acquisition Agreement, World Energy Solutions, Inc. will have the right (but not the obligation) at its sole discretion, to repurchase any or all of the shares of Preferred Stock that have not been converted as follows:

- Within 12 months – 105% value
- Within 13 and 24 months – 110% value
- Within 25 – 36 months – 115% value
- Greater than 36 months – 120% value

There will be no coupon associated with the Preferred Stock. The Series “C” Convertible Preferred Stock shall have no voting rights or dividend rights. The asset distribution preference

shall be at face value (\$3,750,000) and be subordinate to the Series "A" and "B" Convertible Preferred Stock. This Amendment was duly adopted by the Board of Directors on September 18, 2008.

Series "D" Preferred Stock

The World Energy Solutions, Inc. (the "Company") Series "D" Preferred Stock (the "Preferred Stock") shall entitle the holder of any such shares to vote on each and every matter submitted to a vote of shareholders at a meeting of shareholders. The Preferred Stock shall have five hundred (500) votes per share with respect to each matter that is submitted to and voted upon by the shareholders and each shareholder group of the Company at a meeting of shareholders.

There will be no coupon associated with the Preferred Stock. The Series "D" Preferred Stock shall have no dividend rights and its asset distribution preference shall be at par value (\$.0001) per share and shall be subordinate to the Series "A", "B", and "C" Convertible Preferred Stock. This Amendment was duly adopted by the Board of Directors on February 10, 2009.

In all other respects, the Amended and Restated Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

Date: February 11, 2009

WORLD ENERGY SOLUTIONS, INC.

/s/: Benjamin C. Croxton  
Benjamin C. Croxton,  
Chief Executive Officer, Director

/s/: Jodi Crumbliss  
Jodi Crumbliss, Secretary, Director