

Received SEC
 APR 15 2008
 Washington, DC 20549

American Stock Exchange
 88 Trinity Place
 New York, NY 10006-1872

AMERICAN STOCK EXCHANGE
 Equities Options ETFs



April 15, 2008

Ms. Cecile Peters
 Chief, IT Services
 Division of Corporate Finance
 Securities and Exchange Commission
 100 F Street, NE
 Washington, D.C. 20549

CERTAMX
001-34022

Dear Ms. Peters:

This is to certify that on April 15, 2008 the American Stock Exchange LLC (the "Exchange") received from New Generation Biofuels Holdings, Inc. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, par value of \$0.001

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
 Bryan Fischer
 Managing Director
 Listing Qualifications Department

PROCESSED

APR 23 2008

THOMSON FINANCIAL

cc: Herbert Scholl

END