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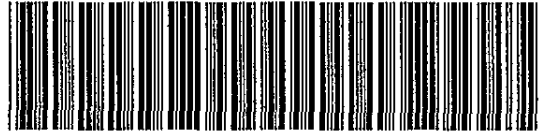
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TALLAHASSEE, FLORIDA

J. BRYAN JAN - 4 2005

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

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Charles S. Sacher

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Martin E. Segal, P.A.

December 23, 2004

Via Federal Express
Tracking No. 8472 6472 6407

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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TALLAHASSEE, FLORIDA

RE: WGE/Altex, LLC
Our File No. 8379-37

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of the Articles of Organization for WGE/Altex, LLC. Please file these Articles and return a certified copy of the same in the preaddressed envelope provided for your convenience.

Also enclosed, please find our firm's check no. 7963 in the amount of One Hundred and Fifty Five Dollars (\$155.00) to pay for the filing fee and the certified copy.

Thank you for your attention in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,



Charles P. Sacher, Esq.

CPS/nmh
Enclosures
cc: William G. Earle, Esq.
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**ARTICLES OF ORGANIZATION OF
WGE/Altex, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, does hereby certify as follows:

- FIRST:** The name of said limited liability company shall be **WGE/Altex, LLC**.
- SECOND:** **WGE/Altex, LLC** shall exist in perpetuity.
- THIRD:** Copies of the Operating Agreement of **WGE/Altex, LLC** may be obtained from the Manager at **280 Harbor Drive, Key Biscayne, Florida 33149** which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of **WGE/Altex, LLC** shall be the same.
- FOURTH:** The purposes for which **WGE/Altex, LLC** is formed are:
- A. Engaging in any and all phases of the business of investing, selling and transferring oil and gas royalty and other interests on its own account.
 - B. Engaging in such other lawful acts or activities for which limited liability companies may be formed under Section 608.405, Florida Statutes.
- FIFTH:** The maximum number of ownership units which **WGE/Altex, LLC** is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.
- SIXTH:** **WGE/Altex, LLC** desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office at 2655 LeJeune Road, Suite 1101, Miami-Dade County, Coral Gables, Florida, 33134 and has named **CHARLES P. SACHER** as its initial Registered Agent who is located at such address.
- SEVENTH:** The name and street address of the subscriber to these Articles of Organization of **WGE/Altex, LLC** is as follows:

<u>NAME</u> CHARLES P. SACHER	<u>ADDRESS</u> 2655 LeJeune Rd., Suite 1101 Coral Gables, FL 33134
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EIGHTH: The business of this limited liability company shall be conducted by a single **Manager** in accordance with the Operating Agreement.

The name and street address of the initial **Managers**, who shall hold office for the first year of its existence or until their successors are elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William G. Earle, Esq.	280 Harbor Drive Key Biscayne, Florida 33149

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In accordance with the provisions of §608.409, the effective date of existence is specified to be December 23, 2004, so long as these Articles of Organization are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 23 day of December, 2004.

Charles P. Sackey (SEAL)

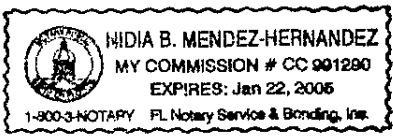
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared CHARLES P. SACKEY me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 23rd day of December, 2004.

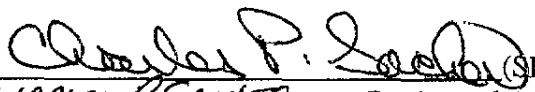
[Signature]
Notary Public, State of Florida at Large

My commission expires: 1/22/05



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for **WGE/Altex, LLC**, at the place designated in Section **SIXTH** of the attached Articles of Organization, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)
CHARLES P. SACHER, Registered Agent

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