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OF COUNSEL

EFRAIN CORTES

REPLY TO: WEST PALM BEACH

December 15, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: DRILLING ENTERPRISES L.L.C.

100003510701--9  
-12/21/00--01072--007  
\*\*\*\*122.50 \*\*\*\*122.50

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100003510701--9  
-01/04/01--01100--002  
\*\*\*\*\*2.50 \*\*\*\*\*2.50

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced business entity and a check in the amount of \$122.50 to cover the cost of filing and a certified copy of the articles.

Thank you for your kind attention and should you need anything further from this office please let me know.

Very truly yours,

  
Andrew DeGraffenreidt, III

enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 27, 2000

DREGRAFFENREIDT DURDEN & GREEN  
STE 205  
1800 AUSTRALIAN AVE., SOUTH  
WEST PALM BEACH, FL 33409

SUBJECT: DRILLING ENTERPRISES LLC  
Ref. Number: W00000030137

We have received your document for DRILLING ENTERPRISES LLC and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$2.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 300A00064457

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
DRILLING ENTERPRISES LLC

These Articles of Organization are executed for the purpose of forming a limited liability Company pursuant to Chapter 608, Florida Statutes.

ARTICLE I-NAME

The name of the limited liability Company is DRILLING ENTERPRISES LLC.

ARTICLE II-DURATION

The period of duration of the limited liability Company is perpetual.

ARTICLE III-BUSINESS ADDRESS

The mailing and street address of the principal office of the limited liability Company is 1800 South Australian Avenue, Suite 205 West Palm Beach, FL 33409.

ARTICLE IV-REGISTERED AGENT

The name and Florida street address of the registered agent of the limited liability Company is:

Andrew DeGraffenreidt, III, Esq.  
1800 South Australian Avenue, Suite 205  
West Palm Beach, FL 33409

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TALLAHASSEE, FLORIDA

## ARTICLE V-NATURE OF BUSINESS

The general nature of the business to be transacted by this Company is to render, through its managers, members, employees, and agents who are duly licensed or otherwise legally authorized, to engage in drilling as water well contractors, or drilling for gas, oil, minerals and related services and to engage in such other activities or duties normally performed by a duly licensed drilling Company and further to engage in such activities or businesses permitted under the laws of the United States or the State of Florida.

## ARTICLE VI - DIRECTORS

The initial members have the right to admit additional members under such terms and conditions to be determined by the then existing members from time to time.

## ARTICLE VII-MANAGEMENT

This limited liability Company is a manger-managed Company and the Company shall have a Board of Managers. The business affairs of the Company shall be managed by or under the direction of the Board of Managers. No member of the Company, by reason of his or her status as such, shall have any right or authority to act for or bind the Company. The initial Board of managers is:

Mickey Lawrence Rogers  
Debra Ann Rogers

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TALLAHASSEE, FLORIDA

## ARTICLE IX

The management, regulations and operations of the limited liability Company shall be governed by the operating agreement.

## ARTICLE X-POWERS

The limited liability Company shall possess and may exercise all of the powers and privileges granted by the Limited Liability Company Act of the

State of Florida to the extent not limited by any other law or its limited liability Company agreement together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the limited liability Company.

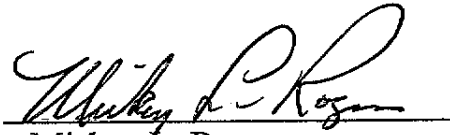
#### ARTICLE XI- INDEMNIFICATION

The limited liability Company shall without restriction indemnify and hold harmless any member or manager from and against any and all claims and demands of any nature so long as the member or manager acted in good faith and in a manner believed to be in the best interest of the limited liability Company and with respect to any criminal action or proceeding has no reasonable cause to believe the conduct was unlawful.

#### ARTICLE XII- EFFECTIVE DATE

These Articles of Organization shall become effect on 12/15 2000.

In witness whereof the Articles of Organization are signed this the     day of December 2000.

  
Mickey L. Rogers

#### ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above started corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 12/15, 2000.

By   
ANDREW DEGRAFFENREIDT, III

Registered Agent

1800 south Australian Ave., Suite 205  
West Palm Beach, FL 33409

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TALLAHASSEE, FLORIDA

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