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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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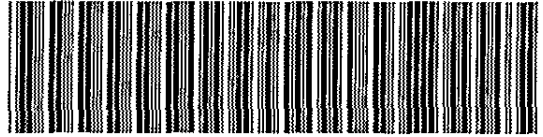
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SIMPSON, HENDERSON, CARTA & RANDOLPH

*Attorneys at Law*

1010 JACKSON STREET  
POST OFFICE BOX 1906  
FORT MYERS, FLORIDA 33902

JOSEPH A. SIMPSON  
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MICHAEL D. RANDOLPH

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\*BOARD CERTIFIED-REAL ESTATE

November 25, 2002

Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, FL 32301

Re: Tarpon Energy Company, L.L.C.

Dear Sir or Madam:

Enclosed for filing please find on behalf of the above corporation the original and one copy of the executed Articles of Organization, together with a check in the amount of \$133.75, for the following:

Charter Tax	-0-
Filing Fees	\$100.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$25.00

Please return the certified copy of the Articles of Organization to my office as soon as possible.

Yours truly,

  
Michael D. Randolph

MDR:dh

enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

***TARPON ENERGY COMPANY, L.L.C.***

THE UNDERSIGNED HEREBY FORMS A LIMITED LIABILITY COMPANY UNDER THE Florida Limited Liability Company Act, Florida Statutes, Chapter 608, and adopts as the Articles of Organization of such limited liability company the following:

ARTICLE I: NAME

The name of this limited liability company is:

TARPON ENERGY COMPANY, L.L.C.

ARTICLE II: PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which a limited liability company may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE III: ADDRESS

The mailing address and street address of the principal office of this limited liability company shall be 2150 Andrea Lane, Fort Myers, Florida 33912

ARTICLE IV: REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of the company in this state is MICHAEL D. RANDOLPH, ESQ., 1619 Jackson Street, Fort Myers, Florida 33901.

ARTICLE V: MANAGEMENT OF THE COMPANY

The Company shall be a manager-managed company. The number of managers shall be fixed by, or in the manner provided in the Operating Agreement of the Company.

ARTICLE VI: DISSOLUTION

The company shall exists from the date of filing of these Articles with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: a) December 31, 2052 b) the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company; c) the occurrence of any event of dissolution described in the Operating Agreement; d) the occurrence of any other event of dissolution described in the Florida Limited Liability Company Act, as the same may be modified from time to time, or any corresponding provision of succeeding law (the "Act"); provided, however, that the Company shall not be dissolved and shall not be required to be wound up if the remaining members consent and elect to continue the business of the Company in accordance with the Operating Agreement of the Company or the Act, as the case may be.

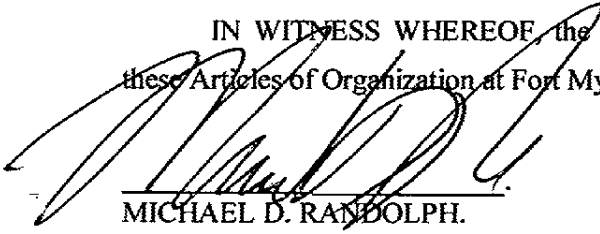
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TALLAHASSEE, FLORIDA

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ARTICLE VII: OPERATING AGREEMENT

The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned agent (incorporator) has made and subscribed these Articles of Organization at Fort Myers, Lee County, Florida this 25<sup>th</sup> day of November, 2002.

  
MICHAEL D. RANDOLPH.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following person being the person named in the Articles of Organization of TARPON ENERGY COMPANY, L.L.C., as Registered Agent of the Company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.

Dated this 25<sup>th</sup> day of November, 2002

  
MICHAEL D. RANDOLPH  
Registered Agent

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TALLAHASSEE, FLORIDA

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SIMPSON, HENDERSON, CARTA & RANDOLPH

*Attorneys at Law*

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TELEPHONE (239) 332-3366  
FACSIMILE (239) 332-7082

December 3, 2002

Attn: Tammy  
Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

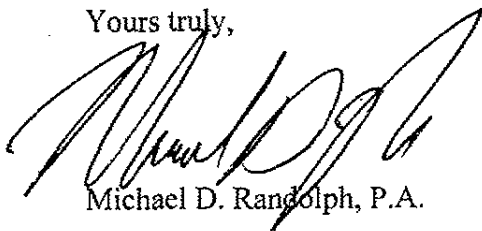
RE: Tarpon Energy Company, LLC

Dear Tammy:

Enclosed, please find my check (no. 6991) in the amount of \$21.25 representing additional funds needed for a certified copy.

Thank you kindly for your assistance in this matter.

Yours truly,



Michael D. Randolph, P.A.

MDR/dh

Enclosure

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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