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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

enterra energy, l.l.c.

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ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY

OF

enTerra Energy, L.L.C.

5 The undersigned have come together in order to become a limited liability company, under the laws of the State of Florida, with the rights, privileges, and immunities provided to a limited liability company that is for profit. The following are the articles for conducting business of this limited liability company.

ARTICLE I: NAME

The name of the limited liability company is: enTerra Energy, L.L.C.

ARTICLE II: PURPOSE

The general nature of the business to be transacted by this limited liability company is as follows: Developer of oil and gas Drilling projects.

To conduct its business and all its branches in the State of Florida, or in any other State or territories of the United States, District of Columbia, and the dependencies of the United States or in foreign countries as authorized by law, necessary to carry on the business of this limited liability company, or to promote any of the reasons for which the company is formed.

The foregoing purpose and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the company from extending its activities to any related or otherwise permissible by the laws of the State of Florida for the limited liability companies lawful business purposes which may become necessary, profitable or desirable for the furtherance of the company objective expressed above.

To enter into contracts for the company with any person or entity, domestic, foreign or governmental authority, and to perform, carry out, cancel, assign or retract any such contracts.

Prepared by: Vivian Beck
Intercontinental Business Management, Inc.
6183 Miami Lakes Drive East, Miami Lakes, Florida 33014 (305) 821-2426

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To continue to do business upon death, retirement, resignation of a member.

Nothing in these Articles authorizes or permits the limited liability company to do any business or act which a limited liability company may not do under Florida laws.

ARTICLE III: CAPITAL CONTRIBUTIONS

Capital contributions in the amounts of \$100 shall be paid to the limited liability company by the three members in the following amounts. \$1.00 shall be paid by David G. Rose, \$49.50 shall be paid by J. Todd Rose, and \$49.50 shall be paid by Brian C. Rose. Additional contributions will be made as needed in accordance with percentage of ownership of each member.

ARTICLE IV: DURATION

This corporation shall have perpetual existence.

ARTICLE V: REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company

Is: David G. Rose, 2255 Glades Road #324 A, Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and 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 as provided for in Chapter 608, F.S.

David G. Rose

ARTICLE VI: MANAGEMENT

The limited liability company shall be managed by one manager, David G. Rose, member and manager. The names and addresses of the all the members are as follows:

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<u>Ownership %</u>	<u>Members Name</u>	<u>Addresses</u>
1%	David G. Rose	2255 Glades Road #324A Boca Raton, Florida 33431
49.5%	J. Todd Rose	2255 Glades Road #324A Boca Raton, Florida 33431
49.5%	Brian C. Rose	2255 Glades Road #324A Boca Raton, Florida 33431

ARTICLE VII: MEMBERSHIP RESTRICTIONS

Members can admit new members by unanimous vote. The contributions required of that new member will be decided when admitted to the limited liability company. A member's interest cannot be sold or transferred unless by unanimous written consent of all members.

Upon death, retirement, resignation, or dissolution of a member, or any other event that terminates the membership, the remaining members can continue the business by unanimous vote of the remaining members.

ARTICLE VIII: PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company at the present time, shall be:

2255 Glades Road #324A
Boca Raton, Florida 33431

ARTICLE IX: PROFITS AND LOSSES

Each member shall share the profits and/or losses and the distribution of said profits and/or losses from the operation of the limited liability company equally.

The undersigned member has executed these Articles of Organization of the limited liability company the 29th day of July 2003.



David G. Rose

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

The document was prepared by: Vivian Vega Beck, Intercontinental Business Management, Inc.
6183 Miami Lakes Drive East
Miami Lakes, Florida 33014 (305) 821-2426

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

enTerra Energy, L.L.C.

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept the appointment as registered agent and 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.



David G. Rose

7-31-2003
Date

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