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(Requestor's Name)

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(Business Entity Name)

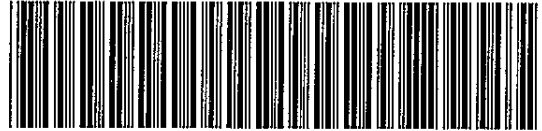
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2005 DEC 30 PM 4:04

EFFECTIVE DATE  
12-23-05

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

December 23, 2005

Nancy A. Richman  
Pedro L. Abreu  
OF COUNSEL  
Martin E. Segal, P.A.

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: FIRST WELL, L.L.C.  
Our File No. 4901

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2005 DEC 30 PM 4:04

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith an original fully executed and notarized Articles of Organization, together with our firm check in the amount of \$155.00.

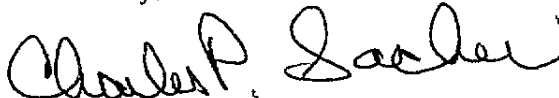
Please have this original copy of the Articles of Organization filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	<u>25.00</u>
<b>TOTAL</b>	<b>\$155.00</b>

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:jmg  
Enclosures

cc: Mr. Alan McPherson

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**ARTICLES OF ORGANIZATION OF  
FIRST WELL, LLC**

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 **FIRST WELL, LLC**.
- SECOND: **FIRST WELL, LLC** shall exist in perpetuity.
- THIRD: Copies of the Operating Agreement of **FIRST WELL, LLC** may be obtained from the Manager at **167 South Sewall's Point Road, Stuart, Florida 34996** which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of **FIRST WELL, LLC** shall be the same.
- FOURTH: The purposes for which **FIRST WELL, 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 **FIRST WELL, 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: **FIRST WELL, 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 **FIRST WELL, LLC** is as follows:

NAME  
**CHARLES P. SACHER**

ADDRESS  
2655 LeJeune Rd., Suite 1101  
Coral Gables, FL 33134

EFFECTIVE DATE:  
12-23-05

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 **Manager**, who shall hold office for the first year of its existence or until their successors are elected and qualified is as follows:

NAME  
Alan McPherson

ADDRESS  
167 South Sewall's Point Road  
Stuart, Florida 34996

In accordance with the provisions of §608.409, the effective date of existence is specified to be December 23, 2005, 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 28<sup>TH</sup> day of December, 2005.

Charles P. Sacher (SEAL)

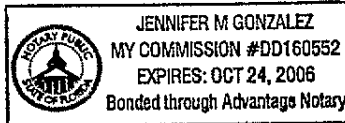
STATE OF FLORIDA                    )  
COUNTY OF MIAMI-DADE        ) SS:

BEFORE ME, the undersigned authority, personally appeared CHARLES P. SACHER, to 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 28<sup>TH</sup> day of December, 2005.

Jennifer M. Gonzalez  
Notary Public, State of Florida at Large

My commission expires:



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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for **FIRST WELL, 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.

  
Charles P. Sacher, Registered Agent

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