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July 1, 1999

Overnight Delivery/ Via UPS

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

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-07/02/99--01070--007
****346.25 ****346.25

Re: Sedco International, LLC

Dear Gentlemen:

L99-4030

Enclosed are an original and one copy of the duly executed Articles of Organization (with the accompanying Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent/Registered Office) for Sedco International, LLC, as required by the provisions of Chapter 608 of the Florida Statutes. For your information, the one of the two members of Sedco International, LLC is the Florida corporation, Sedco International, Inc., which obviously has not objection to the name of the limited liability company.

Also enclosed is a firm check in the amount of \$346.25 for payment of the following fees:

- | | |
|---|----------|
| 1. Filing fee for Articles of Organization | \$250.00 |
| 2. Designation of Registered Agent | \$ 35.00 |
| 3. Certified Copy of filed Articles of Organization | \$ 52.50 |
| 5. Certificate of Status | \$ 8.75 |

If you have any questions with respect to any of the enclosed items, please call me as soon as possible. Otherwise, I appreciate your prompt attention to these important matters.

Very truly yours,


Richard C. Jans

cc: G. Kent Fuller
encl.

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION OF SEDCO INTERNATIONAL, LLC.

ARTICLE I - Name:

The name of the Limited Liability Company is : SEDCO INTERNATIONAL, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 11325 County Road 44 E, Leesburg, Florida 34788.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manger or managers and the names and addresses of such managers who are to serve as managers are:

G. Kent Fuller
11325 County Road 44E
Leesburg, Florida 34788

Glen R. Switzer
11325 County Road 44E
Leesburg, Florida 34788

Hassan R. Shafee
3009 West Sitios Street
Tampa, Florida 33629

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be:

No additional member shall be added to the Limited Liability Company until:

1. The managers, in their sole and absolute discretion, have consented in writing to the admission.
2. All members have consented in writing to the admission.
3. A fully executed and acknowledged written instrument setting forth the intention of the person to become a member has been filed with the Limited Liability Company.
4. The proposed new member has executed and acknowledged such other instruments as the managers may deem necessary or desirable to effect such admission, including the written acceptance and adoption of the regulations of the Limited Liability Company.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

If at least one member remains and a majority of the interests of the members vote against dissolution, the Limited Liability Company shall continue business.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SEDCO INTERNATIONAL, LLC. deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$150,000.
3. If any, the agreed value of property other than cash contributed by members is \$0.
4. The amount of cash or property anticipated to be contributed by members is \$150,000.
This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member

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

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: SEDCO INTERNATIONAL, LLC.
2. The name and address of the registered agent and office is:

GARY L. SUMMERS
WILLIAMS, SMITH AND SUMMERS, P.A.
380 WEST ALFRED STREET
TAVARES, FLORIDA 32778

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.

Gary L. Summers
(Signature)

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