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August 4, 1999

VIA AIRBORNE EXPRESS

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

500002951265--9
-08/05/99-01049-013
****285.00 ****285.00

RE: Rosebud Resources, L.L.C.

Enclosed, in duplicate, are the Articles of Organization for the above-referenced limited liability company. Also enclosed is a check in the amount of \$285 for the filing fee (\$250 for the Articles and Affidavit; \$35 for the Designation of Registered Agent). Please return a file-stamped copy to me in the envelope provided. If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,



Demetri J. Retson

DJR/eap
Enclosure

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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 or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members may elect to continue the existence of the Limited Liability Company within ninety (90) days following such occurrence upon the consent of a majority in interest of the remaining members, including both voting and non-voting members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Rosebud Resources, L.L.C.

certifies:

1) the above named limited liability company has at least one member;

\$100.00

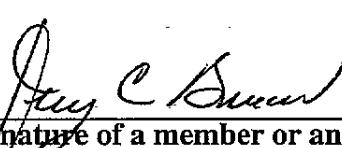
2) the total amount of cash contributed by the member(s) is

3) if any, the agreed value of property other than cash contributed by member(s) is \$

(A description of the property is attached and made a part hereto.); and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is

\$100.00


Signature of a member or an 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.)

Jerry C. Brucer, Sr.

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Rosebud Resources, L.L.C.

2. The name and the Florida street address of the registered agent are:

Jerry C. Brucer, Sr.

NAME

26660 Hickory Boulevard

Florida street address (P. O. Box NOT ACCEPTABLE)

Bonita Springs FL 34134

CITY, STATE AND ZIP

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REGISTERED AGENT/REGISTERED OFFICE

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.



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent