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HACKNEY ♦ MILLER
A PROFESSIONAL ASSOCIATION

ATTORNEYS & COUNSELORS AT LAW

HACKNEY, MILLER, CONA & PALAGE
ADMIRALTY OFFICE TOWER TWO
4400 PGA BOULEVARD, SUITE 505
PALM BEACH GARDENS, FLORIDA 33410

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ROBERT C. HACKNEY

DONALD W. MILLER
(Also admitted in New Jersey)

FRANK A. CONA
(Admitted in New Jersey
and Pennsylvania only)
Admitted to practice before the
U.S. Patent & Trademark Office

MICHAEL D. PALAGE
(Also admitted in Pennsylvania)

OF COUNSEL

KENNETH B. WHEELER, LL.M. Tax

July 12, 1999

Secretary of State
Department of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: **Wolverine Energy, L.C.**

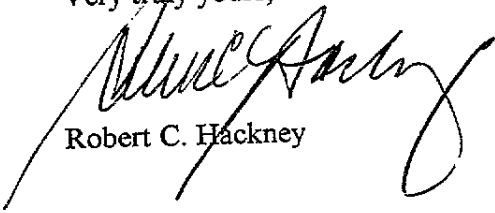
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****285.00 ****285.00

Dear Sir or Madam:

Enclosed for filing are the Articles of Organization for the above-captioned Florida Limited Liability Company. A check in the amount of \$285.00 is enclosed for the filing fee. An extra copy of the Articles is also enclosed. Please return one "stamped" copy to us in the enclosed self-addressed, stamped envelope as soon as possible after filing.

If you have any questions, please do not hesitate to call.

Very truly yours,


Robert C. Hackney

W99-17407

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 28, 1999

ROBERT C. HACKNEY
4400 PGA BLVD., SUITE 505
PALM BEACH GARDENS, FL 33410

SUBJECT: WOLVERINE ENERGY, L.C.
Ref. Number: W99000017407

We have received your document for WOLVERINE ENERGY, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 499A00038414

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OF COUNSEL

KENNETH B. WHEELER, LL.M. Tax

August 6, 1999

Ms. Agnes Lunt
Document Specialist
Florida Department of State
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Wolverine Gas & Electric, L.C.**

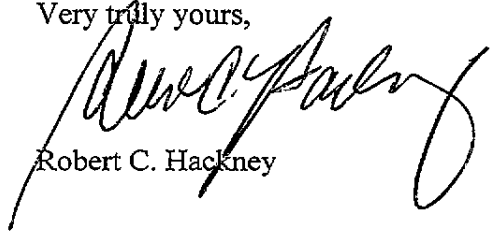
Dear Sir or Madam:

Enclosed for filing are "revised" Articles of Organization for the above-captioned Florida Limited Liability Company. The original name for the company, Wolverine Energy, L.C. was not available. A copy of the State's letter is also enclosed.

A check in the amount of \$285.00 for the filing fee was submitted with the original filing. Please return one "stamped" copy of the Articles to us as soon as possible after filing.

If you have any questions, please do not hesitate to call.

Very truly yours,


Robert C. Hackney

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 10, 1999

ROBERT C. HACKNEY
4400 PGA BLVD., SUITE 505
PALM BEACH GARDENS, FL 33410

SUBJECT: WOLVERINE ENERGY, L.C.
Ref. Number: W99000017407

We have received your document for WOLVERINE ENERGY, L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 099A00040373

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MICHAEL D. PALAGE
(Also admitted in Pennsylvania)

OF COUNSEL

KENNETH B. WHEELER, LL.M., Tax

August 20, 1999

Ms. Agnes Lunt
Document Specialist
Florida Department of State
Department of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

Re: **Wolverine Gas & Electric, L.C.**

Dear Sir or Madam:

Pursuant to your request of August 10, 1999 (copy attached), I am enclosing an Affidavit pursuant to Section 608.407(2) of the Florida Statutes. This document is to be attached to the Articles of Organization previously submitted on August 6, 1999 for the above-captioned Florida Limited Liability Company. (The original name for the company, Wolverine Energy, L.C. was not available.)

A check in the amount of \$285.00 for the filing fee was submitted with the original filing. Please return one "stamped" copy of the Articles to us as soon as possible after filing.

If you have any questions, please do not hesitate to call.

Very truly yours,



Patricia R. Skalny, Paralegal to
Robert C. Hackney

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**ARTICLES OF ORGANIZATION
OF
WOLVERINE GAS & ELECTRIC, L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, hereby adopts the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be WOLVERINE GAS & ELECTRIC, L.C.

**ARTICLE II
ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is 4595 Okeechobee Blvd., Suite D-128, West Palm Beach, FL 33419.

**ARTICLE III
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The period of duration for the Limited Liability Company shall be thirty (30) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrences of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of all of the remaining members.

**ARTICLE IV
PURPOSE**

The Limited Liability Company has been organized for any lawful purpose under Florida law, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

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ARTICLE V MANAGEMENT

The management of the Limited Liability Company shall be vested in the members, in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time properly reflect any additional contributions or withdrawals by the members.

The initial members of the Limited Liability Company are William H. Boyd, 6824 68th Way, West Palm Beach, FL 33419 and Thomas S. Jacob, 6824 68th Way, West Palm Beach, FL 33419.

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VII AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of this Limited Liability Company shall be vested in the Members of the Limited Liability Company.

ARTICLE VIII TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other

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compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

**ARTICLE IX
WITHDRAWAL OR REDUCTION OF
MEMBER'S CONTRIBUTIONS TO CAPITAL**

A withdrawing Member shall not receive out of the Company any distribution until all liabilities of this Limited Liability Company, except liabilities to Members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.


**ARTICLE X
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office is: 4400 PGA Boulevard, Suite 505, Palm Beach Gardens, Florida 33410. The initial registered agent for the Company shall be Robert C. Hackney.

**ARTICLE XI
COMMENCEMENT OF EXISTENCE**

The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

IN WITNESS WHEREOF, I have subscribed my name this 15th day of June, 1999.



William H. Boyd



Thomas S. Jacob

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STATE OF MICHIGAN
COUNTY OF MACOMB

On this 15th day of JUNE, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **William H. Boyd** to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

EDNA HART
Notary Public, Macomb County, MI
My Commission Expires 02/27/2003

Edna Hart
Notary Public - State of MICHIGAN EDNA HART
My Commission Expires: 2-27-03

STATE OF MICHIGAN
COUNTY OF MACOMB

On this 15th day of JUNE, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **Thomas S. Jacob**, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

EDNA HART
Notary Public, Macomb County, MI
My Commission Expires 02/27/2003

Edna Hart
Notary Public - State of MICHIGAN EDNA HART
My Commission Expires: 2-27-03

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.


Robert C. Hackney
Registered Agent

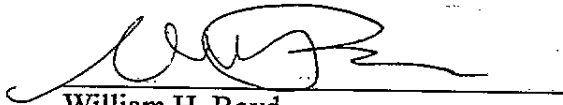
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
WOLVERINE GAS & ELECTRIC, L.C.**

The undersigned Members of Wolverine Gas & Electric, L.C., execute this Affidavit filed pursuant to Section 608.407(2) and depose and say:

- 1) the above-named limited liability company has at least two members.
- 2) the total amount of cash contributed by the members \$ 1,000.00.
- 3) the amount of cash or property anticipated to be contributed by members is \$ --
- 4) the total amount of 2 and 3 is \$ 1,000.00.

Dated:


William H. Boyd


Thomas S. Jacob

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