

442 W. KENNEDY BLVD.
SUITE 200
TAMPA, FLORIDA 33606

TODD F. WALKER

P02000080067

(813) 289-7881
FAX: (813) 254-7382

7/22/02

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

200006585082--6
-07/23/02--01024--001
*****70.00 *****70.00

Re: Articles of Incorporation
Branson Energy Texas, Inc.

Dear Secretary:

I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

| | |
|----------------------|----------------|
| Filing fee | \$35.00 |
| Registered Agent fee | 35.00 |
| | <u>\$70.00</u> |

FILED
JUL 23 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and return a copy to this office.

Very truly yours,


Todd F. Walker

me 7/24

ARTICLES OF INCORPORATION
OF
BRANSON ENERGY TEXAS, INC.

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

Branson Energy Texas, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of common stock with zero par value.

FILED
02 JUL 23 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VI

Preferences, Privileges, Restrictions and Rights

Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock. Common shareholders have preemptive rights.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 442 W. Kennedy Blvd., Suite 200, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is: Todd F. Walker.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Branson Energy Texas, Inc.


Todd F. Walker

ARTICLE VIII

Principal Office and Mailing Address

The street address of the principal office and mailing address of the corporation is:

Branson Energy Texas, Inc.
442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE IX

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Todd F. Walker

442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE X

Incorporator

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Todd F. Walker

442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE XI

Indemnification

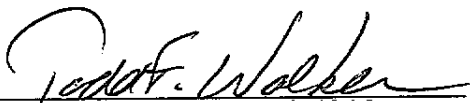
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

The undersigned subscriber hereby executes these Articles of Incorporation, this 22nd. day of July, 2002.

A handwritten signature in cursive script, reading "Todd F. Walker", written over a horizontal line.

Todd F. Walker, Incorporator

FILED

02 JUL 23 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA