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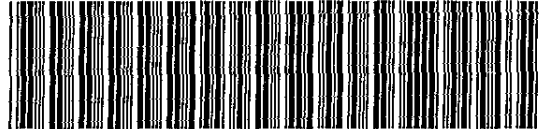
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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02 DEC 10 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: ENERGY RESOURCES COMPANY & LAND HOLDINGS, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

**\$ 78.75 payable to "Department of State"**

for

Filing Fee & Certificate of Status

From: **ALBERT R. MATNEY  
5125 CASTELLO DRIVE  
NAPLES, FLORIDA 34103  
(703) 625-0289**



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 4, 2002

ALBERT R. MATNEY  
5125 CASTELLO DRIVE  
NAPLES, FL 34103

SUBJECT: ENERGY RESOURCES COMPANY & LAND HOLDINGS, INC.  
Ref. Number: W02000034090

We have received your document for ENERGY RESOURCES COMPANY & LAND HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of 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) 245-6962.

Valerie Ingram  
Document Specialist  
New Filing Section

Letter Number: 402A00064466

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02 DEC 10 PM 2:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

**ENERGY RESOURCES COMPANY & LAND HOLDINGS, INC.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**5125 CASTELLO DRIVE  
NAPLES, FLORIDA 34103**

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**5000 Shares - No Par Common Value**

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

**ROGER MILLER  
5125 CASTELLO DRIVE  
NAPLES, FLORIDA 34103**

**ARTICLE V PURPOSE**

The purpose for which the corporation is organized is:

**CONSULTING**

**ARTICLE VI INCORPORATORS**

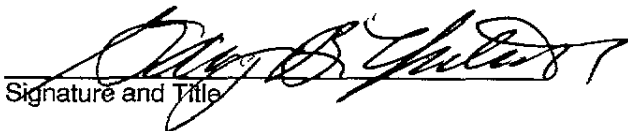
The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is(are):

**GARY B. CHILCOT, PRESIDENT / SECRETARY  
53 KINGSBRIDGE STREET  
BRISTOL, TN 37620**

**ALBERT R. MATNEY, VICE PRESIDENT / TREASURER  
9936 BAY VISTA ESTATES  
ORLANDO, FL 32836**

The undersigned incorporator(s) has(have) executed these articles of Incorporation this

26<sup>th</sup> day of November, 2002.

  
Signature and Title

11-26-02  
Date

  
Signature and Title

11-26-02  
Date

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the state of Florida.

1. The name of the corporation is:

**ENERGY RESOURCES COMPANY & LAND HOLDINGS, INC.**

2. The Name and address of the registered agent and office is:

**ROGER MILLER  
5125 CASTELLO DRIVE  
NAPLES, FLORIDA 34103**

Having been named as registered agent and to accept service of process for the above stated corporation 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

Date

11-26-2002