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TALLAHASSEE, FLORIDA

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MARVIN E. ROOKS
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174 W. COMSTOCK AVENUE, Suite 100
WINTER PARK, FLORIDA 32789

MAILING ADDRESS

POST OFFICE BOX 241
WINTER PARK, FLORIDA 32790-0241

Sir

Please file the
enclosed articles of
Incorporation. Enclosed
is fee of \$70.

Marvin Rooks

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRANSCONTINENTAL RESOURCES, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I - Name

The name of the corporation shall be:

TRANSCONTINENTAL RESOURCES, INC.

ARTICLE II - Principal Office and Mailing Address

The principal office of the corporation is located at 475 Meadowood Blvd., Fern Park, Florida 32730, and the mailing address of the corporation is 475 Meadowood Blvd., Fern Park, Florida 32730.

ARTICLE III - Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Marvin E. Rooks, and the street address of the initial registered office of this corporation is 174 W. Comstock, Avenue, Suite 100, Winter Park, Florida 32789.

ARTICLE IV - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE V - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI – Effective Date and Term of Existence

The effective date upon which this corporation shall come into existence shall be the date these articles are filed with the Secretary of State, and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE VII – Directors

- A. The initial number of directors of this corporation is five.
- B. The number of directors may be either increased or diminished from time to time by the board of directors of the shareholders in accordance with the bylaws of this corporation
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors, at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

HAROLD R. KENNEDY	475 Meadowood Blvd. Fern Park, FL 32730
J. RANDOLPH LALLAMENT	424 Central Blvd. Orlando, FL 32801
FRANCISCO GASQUE	1220 Mathis Ct. Houston, TX 77009
JEFFREY BOOTES	240 Killarny Bay Ct. Winter Park, FL 32789
TINA M. WATKINS	640 Woodyly Rd. Maitland, FL 32751

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at an annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII – Incorporator

The name and street address of the incorporator signing these articles is:

<u>Name</u>	<u>Street Address</u>
Marvin E. Rooks	174 W. Comstock Avenue, Suite 100 Winter Park, Florida 32789

ARTICLE IX – Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.


ARTICLE X – Amendment to Articles

These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the board of directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XI - Bylaws

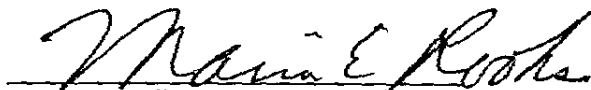
The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27 day of Aug, 2003.


Marvin E. Rooks

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of TRANSCONTINENTAL RESOURCES, INC., and state that I am familiar with, and accept the obligation of this position.


Marvin E. Rooks

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