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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

EFFECTIVE DATE

6-8-04

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**russ drilling, inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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ARTICLES OF INCORPORATION

OF

RUSS DRILLING, INC.

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I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

EFFECTIVE DATE

6-8-04

The name of this corporation is:

RUSS DRILLING, INC.

The principal office is located at 29201 S.W. 197 Avenue, Homestead, Florida 33031.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of

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Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

| <u>SUBSCRIBER</u> | <u>ADDRESS</u>                               | <u>NUMBER OF<br/>SHARES</u> |
|-------------------|--|-----------------------------|
| RICHARD RUSS      | 29201 S.W. 197 Avenue<br>Homestead, FL 33031 | 100                         |

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be

less than one (1).

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

| <u>NAME</u>  | <u>ADDRESS</u>                               |
|--------------|--|
| RICHARD RUSS | 29201 S.W. 197 Avenue<br>Homestead, FL 33031 |

#### ARTICLE IX

##### VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE X

##### PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to

others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 29201 S.W. 197 Avenue, Homestead, Florida 33031, and the name of the initial Registered Agent of this corporation at that address is RICHARD RUSS.

ARTICLE XII

INDEMNIFICATION

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

DATED this 8th day of June, 2004.

Richard Russ  
RICHARD RUSS

STATE OF FLORIDA           )  
                                  :  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared RICHARD RUSS, to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 8th day of June, 2004.

My Commission Expires:

Gina M. Amador  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: Gina M. Amador



Gina M. Amador  
My Commission DD245296  
Expires August 20, 2007

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT RICHARD RUSS, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 29201 S.W. 197 Avenue, Homestead, Florida 33031, STATE OF FLORIDA, HAS NAMED RICHARD RUSS, AT 29201 S.W. 197 Avenue, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature Richard Russ  
Title President  
Date 6/8/04

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature Richard Russ  
Date 6/8/04

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