

P95000058594

HOLBROOK, AKEL, COLD & STIEFEL, P.A.

ATTORNEYS AT LAW

INDEPENDENT SQUARE

1 INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.

July 24, 1995

TELEPHONE
(904) 356-6311

TELECOPIER
(904) 356-7330

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
7-24-95

900001546359
-07/26/95--01032--013
*****70.00 *****70.00

Re: Articles of Incorporation
ENERGEN CORP.
Check for \$70.00

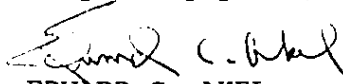
Dear Ladies and Gentlemen:

We enclose the referenced corporate document, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,


EDWARD C. AKEL

ECA/gp
Enclosure

cc: Mr. J. Joe King

FILED
95 JUN 25 PM 9:56
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

PP7 a1
7-25-95



ARTICLES OF INCORPORATION
OF
ENERGEN CORP.

FILED

95 JUN 26 PM 3:56

RECORDED & INDEXED

EFFECTIVE DATE

7-24-95

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: ENERGEN CORP.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

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

7,500 Shares of Common Stock of
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin on July 24, 1995.

ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

c/o J. Joe King
8240 Hunters Grove Road
Jacksonville, Florida 32256

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be one.

ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
J. Joe King	8240 Hunters Grove Road Jacksonville, Florida 32256

ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
EDWARD C. AKEL	1 Independent Drive, Suite 2301 Jacksonville, Florida 32202

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by


reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be 1 Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is EDWARD C. AKEL.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.


EDWARD C. AKEL

FILED

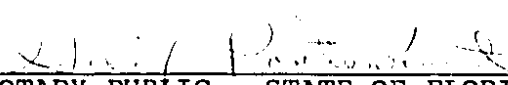
95 JUN 26 PM 3:56

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared EDWARD C. AKEL, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 24th day of July, A. D. 1995.


NOTARY PUBLIC - STATE OF FLORIDA

Print Name: _____

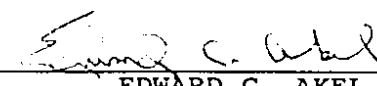
My Commission Expires: _____

Commission No.: GAIL POITEVINT

Notary Public, State of Florida
My comm. expires May 11, 1998
Comm. No. CC371422

ACKNOWLEDGEMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


EDWARD C. AKEL

P95000038594

HOLBROOK, AKEL, COLD & STIEFEL, P.A.

ATTORNEYS AT LAW
INDEPENDENT SQUARE
1 INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.

TELEPHONE
(904) 356-6311

TELECOMEX
(904) 356-7330

August 15, 1995

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation
of Energen Corp.
Check for \$35.00

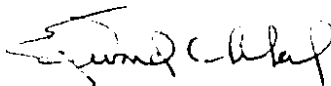
Dear Sir:

We enclose the referenced corporate instrument, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosure

cc: Mr. J. Joe King

000001563320
-08/17/95--01041--019
*****35.00 *****35.00

NC
T. ANGL
8/17

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ENERGEN CORP.
CHANGING ITS NAME TO
ENERGEN/GLOBAL CORPORATION

FILED
55 AUG 17 AM 8:33
RECEIVED
CLERK OF COURT
JULY 1995

The Articles of Incorporation of this corporation are amended as follows:

1. Article I is amended to change the name of this corporation to: ENERGEN/GLOBAL CORPORATION

2. Article III is amended by deleting the first sentence and inserting the following in its place:

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

100,000 Shares of Common Stock of
par value of \$0.01 per share."

3. The effective date of this amendment shall be August 8, 1995 for tax and accounting purposes.

3. This amendment was adopted and approved by the directors and by the unanimous vote of all shareholders entitled to vote of this corporation at a joint meeting held on August 8, 1995.

Attest:

ENERGEN CORP.

J. Joe King
Secretary

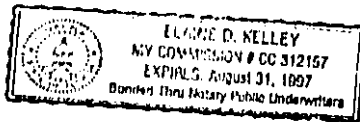
By J. Joe King
its President
(Corporate Seal)

CORPORATE
SEAL
FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of August, 1995, by J. JOE KING, President of ENERGEN CORP., a Florida corporation, on behalf of the corporation, _____ personally known to me; or ✓ who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me. FDCL# K070-430-28-175-0



Elaine D. Kelley
NOTARY PUBLIC - STATE OF FLORIDA

Print Name: ELAINE D. KELLEY

My Commission Expires: _____

Commission No.: _____

P95000058594

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN H. STIEFEL, JR.

THOMAS R. RAY

TELEPHONE
(904) 355-6311

FACSIMILE
(904) 355-7330

FILED
97 JUL 31 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 30, 1997

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution
ENERGEN/GLOBAL CORPORATION
Check for \$35.00

000002253440--8
-07/31/97--01013--016
*****35.00 *****35.00

Dear Sir:

We enclose the referenced corporate instrument, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,


EDWARD C. AKEL

ECA/gp
Enclosure

cc: Mr. J. Joseph King

VS AUG 8 1997

Vold's

ARTICLES OF DISSOLUTION
OF
ENERGEN/GLOBAL CORPORATION

FILED
97 JUL 31 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA
EFFECTIVE DATE
8/30/97

The undersigned President and Secretary of ENERGEN/GLOBAL CORPORATION, a corporation formed under the laws of the State of Florida (the "Corporation") hereby file Articles of Dissolution pursuant to Florida Statutes 607.267 and certify as follows:

1. The name of the Corporation is ENERGEN/GLOBAL CORPORATION
2. The names and addresses of the officers of the Corporation are as follows:

J. Joe King, President	- 8240 Hunters Grove Road Jacksonville, Florida 32256
Raymond P. Basso, Vice President, Secretary and Treasurer	- 7610 Hollyridge Road Jacksonville, Florida 32256
Alan Martin, Vice President	- 192 Wood Haul Drive Mulberry, Florida 33860

3. The names and addresses of the Directors of the Corporation are as follows:

J. Joe King	- 8240 Hunters Grove Road Jacksonville, Florida 32256
Raymond P. Basso	- 7610 Hollyridge Road Jacksonville, Florida 32256

4. All debts, obligations and liabilities of the corporation have been paid, discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the Corporation have been distributed to its shareholders in accordance with their rights and interests and no other property remains for distribution to the shareholders after applying the assets to the payment of the liabilities and obligations of the Corporation.

6. There are no actions pending against the Corporation in any court.

7. The resolution to dissolve and liquidate the Corporation was unanimously adopted by the directors and shareholders at a

meeting held for such purpose on the date of execution of these Articles of Dissolution.

8. The effective date of the dissolution for tax and accounting purposes shall be August 30, 1997.

IN WITNESS WHEREOF, we have made and subscribed these Articles in duplicate the 24th day of July, 1997.

ENERGEN/GLOBAL CORPORATION

By

J. Joe King
J. Joe King, President

ATTEST:

Raymond P. Basso
Raymond P. Basso, Secretary

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 24th day of July, 1997, by J. Joe King, President of ENERGEN/GLOBAL CORPORATION, a Florida corporation, on behalf of the corporation, personally known to me; or ✓ who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.

Fla New Lic K520-470-38-175-0

Linda D. Anthony
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Linda D. Anthony
My Commission Expires:
Commission No.:

LINDA D. ANTHONY
Notary Public, State of Florida
My Comm. expires June 14, 2000
Comm. No. CC 558346