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August 31, 1995

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

Re: STEEPLE ROCK MINING COMPANY

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

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-09/07/95--01019--006
****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

John M. Starling
John M. Starling

JMS/sb
Enclosures

SEP 11 1995

John Starling GAVE
ARTICLE OF INCORPORATION TO
COM. E. J. ART. 11 VI TO ADD. L. 11
DATE 9/11/95
DOC. EXAM. 11/11/95

**ARTICLES OF INCORPORATION OF
STEEPLE ROCK MINING COMPANY**

The undersigned hereby subscribes to these Articles of Incorporation and executes same for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **STEEPLE ROCK MINING COMPANY**.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized and the general nature of the business to be transacted by said corporation are any activities or business permitted under the laws of the United States and Florida, including, but not limited to, acquire, purchase, lease, option or sell and mortgage mineral lands of all kinds or supposed mineral lands, and mineral estates of all kinds, in the State of Florida, the State of New Mexico, or elsewhere; to buy and sell real estate, to prospect for minerals of all kinds and mine any such minerals or mineral products; and generally to buy, sell, handle and deal in the market in minerals of all kinds; and mine any such minerals or mineral products; and to purchase, acquire, and contract for all kinds of machinery, buildings, trucks, cars and appliances for mining and marketing minerals; to construct and operate railways and tramways for mining and moving minerals; to build and lease houses for the use of miners and others, including the purchase and sale of same.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 per share par value common stock which shall be designated "common shares".

ARTICLE V - INITIAL PRESIDENT AND BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one director. The name and address of the initial president and director of this corporation is:

*John H. Sottile
100 Rialto Place, Suite 500
Melbourne, FL 32901*

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 100 Rialto Place, Suite 500, Melbourne, Florida 32901; and the name of the initial registered agent of this corporation at that address is: John H. Sottile. The principal address is the same as the registered agent.

ARTICLE VII - INCORPORATORS

The name and street address of the original incorporator of the corporation is:

*John H. Sottile
100 Rialto Place, Suite 500
Melbourne, FL 32901*

ARTICLE VIII - INDEMNIFICATION

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

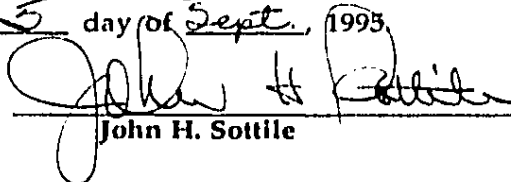
ARTICLE IX - BY-LAWS

The power to adopt alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and the shareholders.

ARTICLE X - AMENDMENT

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

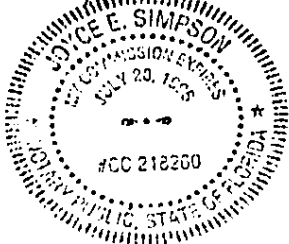
IN WITNESS WHEREOF, the undersigned subscriber has executed the Article of Incorporation, this 5 day of Sept., 1995.

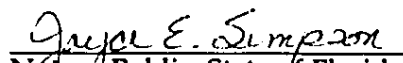

John H. Sottile

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared John H. Sottile, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Melbourne, in said County and State, this 5th day of September, 1995.

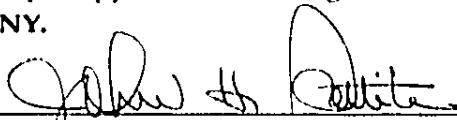



Notary Public, State of Florida at Large
JOYCE E. SIMPSON

ACCEPTANCE OF REGISTERED AGENT

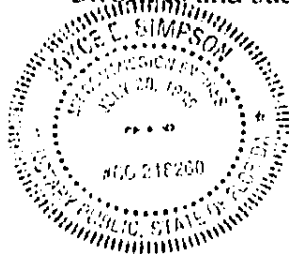
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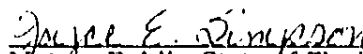
The undersigned hereby accepts appointment as registered agent for
STEEPLE ROCK MINING COMPANY.



John H. Sottile

Sworn to and subscribed before me, this 5th day of September, 1995.





Notary Public, State of Florida at Large
Jayce E. Simpson