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BARNETT & ROGERS
ATTORNEYS AT LAW

FLORIDA OFFICE
INTERNATIONAL PLACE, SUITE 2750
100 S.W. SECOND STREET
MIAMI, FLORIDA 33131
TELEPHONE: 305-374-1133
FACSIMILE: 305-374-4742
REPLY TO MIAMI OFFICE:
WILLIAM L. ROGERS, J.D.

96 JAN -3 AM 10:26
VIRGINIA OFFICE
ONE ROAN'S HEAD PLACE, DEPT. OF STATE
AMVEST BUILDING, TALLAHASSEE, FLORIDA
CHARLOTTESVILLE, VIRGINIA 22903
TELEPHONE: 804-977-8000
FACSIMILE: 804-298-3203

December 18, 1995

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

8000016771313
-01/03/96--01102--005
****122.50 ****122.50

Re: **B & R Drilling, Inc.**

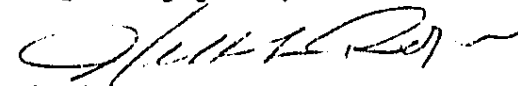
Dear Gentlemen:

Enclosed is one signed original and one signed copy of the Articles of Incorporation of the corporation named above. We have also enclosed a check for \$122.50 for the filing fee.

Please process this at your earliest convenience and return the certified copy to this office in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your assistance.

Very truly yours,


William L. Rogers, J.D.

WLR/tc

Enclosures: 2 Documents
1 Check
1 Envelope

Handwritten notes and signatures at the bottom right of the page.

ARTICLES OF INCORPORATION
OF
B & R DRILLING, INC.

FILED
96 JAN -3 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be B & R Drilling, Inc. The principal place of business of this corporation shall be 330 Third Road, Largo Sound Village, Koy Largo, Florida 33037.

ARTICLE II. NATURE OF BUSINESS

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporations. To buy, sell, mortgage, exchange, lease, hold the investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(d) 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 or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of 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 owners of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share. The corporation will begin business with One Thousand Dollars (\$1,000.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, 2750 International Place, 100 S.E. Second Street, Miami, Florida 33131 and the name of the initial registered agent of the corporation is William L. Rogers.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE 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 already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

RANDY LANKFORD, President/Director
15035 Garfield Drive
Leisure City, Florida 33033

ROBERT HOLEMAN, Vice President/Director
330 Third Road
Largo Sound Village
Key Largo, Florida 33037

WILLIAM L. ROGERS, Registered Agent
100 S.E. 2nd Street
Suite 2750
Miami, Florida 33131

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: Robert Holeman, 330 Third Road, Largo Sound Village, Key Largo, Florida 33037.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have herunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11th day of November, 1995.

Deborah Meyer

Robert H. Holeman
ROBERT HOLEMAN, Subscriber

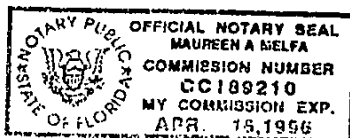
STATE OF FLORIDA)
)SS:
COUNTY OF _____)

BEFORE ME, the undersigned Notary Public, personally appeared ROBERT HOLEMAN, personally known to me or has produced the following I.D. D.L., and known to me to be the individuals described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 11th day of November, 1995.

November, 1995

My Commission Expires:



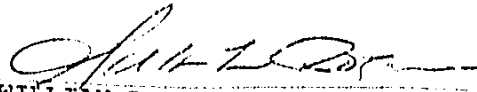
Maureen A. Melfa
Notary Public State of Florida
at Largo

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT
OF
D & R DRILLING, INC.

FILED

86 JAN -3 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


WILLIAM L. ROGERS, J.D.
2750 International Place
100 S.E. 2nd Street
Miami, Florida 33131
Telephone: (305) 374-1133

WLR/lc (11/95)