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May 22, 1996

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Carlton Building
Tallahassee, Florida 32314

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-05/24/96--01074 --009
****122.50 ****122.50

Re: Sawyer Oil and Gas Company, Inc.

Dear Sir:

Enclosed find an original and one copy of the Articles of Incorporation for profit corporation, in the above-referenced corporation. Kindly file the original Articles and return to this office one (1) certified copy, in the envelope provided. My check in the amount of \$122.50 is enclosed.

Filing Fee:	\$	35.00
Registered Agent Fee	\$	35.00
Certified Copy	\$	52.50
TOTAL:	\$	122.50

Thank you for your prompt attention to this matter.

Very truly yours,



Marilyn H. Otto
MHO:sb
Encl.

cc: William G. Sawyer

FILED
96 MAY 24 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the Incorporator
Corporation for profit under Florida Law.

FILED
MAY 24 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name and address of the Corporation are:

SAWYER OIL AND GAS COMPANY, INC.
4641 N.W. 28th Way
Boca Raton, Florida 33434

ARTICLE II

This Corporation shall have perpetual existence unless
sooner dissolved in accordance with the laws of the State of
Florida. The date on which corporate existence shall begin is
the date of which these Articles of Incorporation are filed with
the Secretary of the State of Florida.

ARTICLE III

The purpose or purposes for which the Corporation is
organized is to develop and manage oil and gas properties by
lease or purchase, and to enter any further activity or business
permitted under the laws of the United States and of this State.

ARTICLE IV

The Corporation shall have authority to issue 10,000 shares
of stock, all of one class, at \$1.00 par value.

ARTICLE V

The address of the initial registered office shall be 4641
N.W. 28th Way, Boca Raton, Florida 33434, and the name of the
initial Registered Agent is WILLIAM G. SAWYER.

ARTICLE VI

The Corporation shall have two (2) directors initially. The number shall be fixed by the By-Laws and may be changed from time to time.

The name and address of each member of the First Board of Directors is:

WILLIAM G. SAWYER
4641 N.W. 28th Way
Boca Raton, Florida 33434

DONALD G. SAWYER
Club Royale
6562 Boca Del Mar Drive
Apartment #323
Boca Raton, Florida 33433

They shall hold office until the first annual meeting of Shareholders.

ARTICLE VII

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE VIII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust

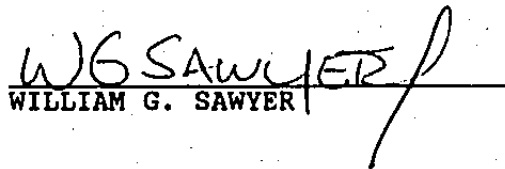
or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Such indemnification shall include, but not be limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

The name and street address of the Incorporator is:

WILLIAM G. SAWYER, 4641 N.W. 28th Way, Boca Raton, Florida 33434.

Dated this 22 day of May, 1996.


WILLIAM G. SAWYER

STATE OF FLORIDA
COUNTY OF PALM BEACH

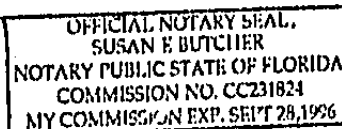
Before me, the undersigned authority, having been sworn, personally appeared WILLIAM G. SAWYER, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed 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 Boca Raton, Florida, in said County and State this 28th day of May, 1996.

Susan E. Butcher

Notary Public
State of Florida
Serial #:

My Commission Expires: _____



Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, and being familiar with and accepting the duties and responsibilities as registered agent for said corporation, the undersigned accepts the designation.

WGSawyer
WILLIAM G. SAWYER

Date: May 22, 1996