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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327

NOTE: Please provide the original and one copy of the articles.

<u>407 - 253 - 16,7</u>
Daytime Telephons Imber

SN JUN 1 4 1996.

ARTICLES OF INCORPORATION

OF

RICHARDSON ENERGY, INC.



The undersigned subscribers to these articles of incorporation adopt these articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I Name

The name of the corporation is Richardson Energy, Inc.

ARTICLE II Principal Office

The initial principal office and mailing address of this corporation are

1496 Giles St., NW Palm Bay, Florida 32907

ARTICLE III Purpose

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

ARTICLE IV Terms of Existence

The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V Capital Stock

The capital stock of the corporation shall be 10,000 shares of common stock having a par value of \$0.001 per share. Each share of common stock shall have one (1) vote.

ARTICLE VI Registered Office and Agent

The name and address of the initial registered office of this corporation is:

William A. Johnson 6767 N. Wickham Road, Suite 400F Melbourne, Florida 32940

ARTICLE VII Board of Directors

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

William H. Richardson

1496 Giles St., NW Palm Bay, FL 32907

ARTICLE VIII Officers

The name and address of the initial officer of the corporation, who will hold office until his successor is duly elected and qualified is:

William H. Richardson

President,

Secretary/Treasure

1496 Giles St., NW

Palm Bay, FL 32907

ARTICLE IX Subscribers

The name and address of the person signing these articles of incorporation as a subscriber

William H. Richardson

is:

1496 Giles St., NW Palm Bay, FL 32907

ARTICLE X Amendment

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

WILLIAM H. RICHARDS

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing articles of incorporation were acknowledged before me on Sign 1976 by William H. Richardson.

Notary Public

My Commission Expires:

(Seal)

COZETTE HAMMOND
MY CUMMISSION # CC426919 EXPIRES
December 15, 1996
burded thru thay will indurance, suc.

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

place designated in these Articles of	of Incornorat	f process for the above named corporation at a lon, I hereby accept to act in this capacity, and 8,091, Florida Statutes, relative to keeping open
and office for service of process;		William Colonia RESIDENT AGENT RESIDENT AGENT
STATE OF FLORIDA)	H 9: 53
COUNTY OF BREVARD) ss)	P
county set forth above, personally a be the person who executed the fore that he executed the above account that he executed the above account the second that he executed the above account that the executed the above account the executed the	ppeared Will going Article ptance of de	nto set my hand and affixed my official seal. in
		SIGNATURE OF NOTARY PUBLIC
		COZETTE HAMMIND Typed Name of Notary Address: 6767 N. WICK HAM RD # 400
		MELBOURNE FL 32940 My commission expires: