

DAVID M. BOVI, P.A.

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March 10, 1997

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

Re: Managed Resources Oil & Gas Exploration, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the fees for filing.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
224 Datura Street, Suite 608
West Palm Beach, FL 33401

MAR 19

BSB

FILED
97 MAR 13 AM 9:25
STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
MANAGED RESOURCES OIL & GAS EXPLORATION, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Managed Resources Oil & Gas Exploration, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 2920 S. E. Kensington Street, Stuart, Florida 34997.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, no par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Maurice F. Malacarne, 2920 S. E. Kensington Street, Stuart, Florida 34997.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, P.A., 224 Datura Street, Suite 608, West Palm Beach, FL 33401.

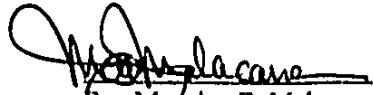
The undersigned incorporator has executed these articles of incorporation on March 10, 1997



David M. Bovi, P.A.
David M. Bovi, President

Acceptance of Registered Agent

Having been named to accept service of process for Managed Resources Oil & Gas Exploration, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3)



By: Maurice F. Malacarne

Date: March 10, 1997

FILED
97 MAR 13 AM 9:26
TALLAHASSEE, FLORIDA
STATE