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200 N.E., 4TH AVENUE
OKEECHOBEE, FLORIDA 34972
97 JUN 16 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 13, 1997

Sandra B. Mortham, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

RE: OMEGA MINING INDUSTRIES, INC.

Gentlemen:

Enclosed herewith please find the fully executed Articles of Incorporation and Designated Registered Agent in reference to the above-named corporation, together with our check in the amount of \$70.00 to cover the filing fee.

Also, enclosed is an additional copy of the Articles with a self-addressed and stamped envelope for your convenience in returning a copy to us. Please file and return to this office at your earliest convenience.

Thank you in advance for your cooperation, I am

Sincerely,

Robert V. Kennedy

Robert V. Kennedy

RVK:lw

Enclosures: as stated

OK
6/17/97

ARTICLES OF INCORPORATION

OF

OMEGA MINING INDUSTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is: Omega Mining Industries, Inc.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. Remove, crush, screen, stockpile and/or sell overburden, shell rock, sand; rent, purchase, sell contract, subcontract equipment and manpower for said purpose.
2. To hire employees, lease or buy machinery, enter into contracts, advertising, marketing, promotion, bank and borrow money, and any other acts reasonable necessary to operate a shell mining operation.
3. Conduct any other legal business activities.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The address of the initial registered office and principal address of the Corporation is: 3536 S.W. 35th Street, Okeechobee, Florida 34974 and the name of its initial resident agent is: Shane Rowell.

ARTICLE VI

This Corporation shall have two (2) Officers and two (2) Directors initially. The name and address of the initial Officer and Director who shall hold office for the first year of the Corporation or until their successors are elected or appointed are:

SHANE ROWELL
Director/President
P.O. Box 203
Okeechobee, Florida 34973

MICHAEL R. ARNOLD
Director/Secretary/Treasurer
Post Office Box 203
Okeechobee, Florida 34973

ARTICLE VII

Directors - Removal by Stockholders. The Stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholder's meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote eighty (80%) percent of the shares of the Corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE X

Directors Meetings. All of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of all of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the Incorporator is: Shane Rowell,

3536 S.W. 35th Street, P.O. Box 203, Okeechobee, Florida 34973.

EXECUTED this 12th day of June, 1997.

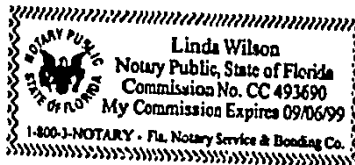

SHANE ROWELL

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was subscribed and acknowledged before me this 12th day of June, 1997, by Shane Rowell, who is personally known to me or who produced a valid Florida drivers license as identification.


Signature of Notary

Linda Wilson
Printed Name of Notary
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OMEGA MINING INDUSTRIES, INC.

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That OMEGA MINING INDUSTRIES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Okeechobee, State of Florida, has named Shane Rowell, located at 3536 S.W. 35th Street, City of Okeechobee, State of Florida, 34974 as its agent to accept service of process within Florida.

OMEGA MINING INDUSTRIES, INC.

By: Shane Rowell
Shane Rowell, President

Date: 6-12-97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Shane Rowell
Shane Rowell, Resident Agent

Date: 6-12-97