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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: A&B WELL DRILLING, INCORPORATED
AUDIT NUMBER.....H97000010493
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ARTICLES OF INCORPORATION

OF

A&B WELL DRILLING, INCORPORATED

ARTICLE I. CORPORATE NAME

The name of this corporation is: A&B WELL DRILLING, INCORPORATED.

ARTICLE II. PURPOSE

The general nature of the business to be transacted by this Corporation and its purpose are: to market, consult, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, or any other business activity permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, without par value.

Each shareholder of any share of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares of an unissued or treasury shares.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT & INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: KYLE BROOKS, 5550 CYCLES DR. ST. CLOUD FL 34771 which is also the principal office of A&B WELL DRILLING, INC. (5)

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

PREPARED BY: FRANK M. COSTANZO, ESQUIRE
FLORIDA BAR NUMBER 0074632

3101 S. Orange Ave. (407) 425-6887
Orlando FL 32806

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ARTICLE VI. BOARD OF DIRECTORS:

This Corporation shall have 2 director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

KYLE BROOKS, 5550 CYRIL DR. ST. CLOUD FL 34771

LLOYD RYON, 2770 ABsher Rd. ST. CLOUD FL 34771

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

KYLE BROOKS 5550 CYRIL DR. ST. CLOUD FL 34771

LLOYD RYON 2770 ABsher Rd. ST. CLOUD FL 34771

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In the even the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership

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of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes, but he shall have no other voting right.

ARTICLE X. BY-LAWS

The initial By-laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-laws or adopt new By-laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on 23 Day of June 1997.

Kyle Brooks
Incorporator

STATE OF FLORIDA

COUNTY OF Osceola

BEFORE ME, the undersigned authority, personally appeared KYLE BROOKS, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 23 DAY OF JUNE, 1997.

Kelly Smith
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 12/17/99
KELLY SMITH
My Comm Exp. 12/17/99
Bonded By Service Inc
No. CC518893
((Personally Known)) ((Certified))

Lloyd Ryan
Incorporator

STATE OF FLORIDA

COUNTY OF Orange

BEFORE ME, the undersigned authority, personally appeared LLOYD RYON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 23 DAY OF JUNE 1997.

Kelly Smith
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 12/17/99
KELLY SMITH
My Comm Exp. 12/17/99
Bonded By Service Inc
No. CC518893
((Personally Known)) ((Certified))

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, F.S., the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

First that A&B Well Drilling, Incorporated desiring to organize under the laws of Florida with its principal office, as indicated in the articles of incorporation has named Kyle Brooks located at 5550 Cyrils Drive, St. Cloud , Ocala County, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


 Kyle Brooks, Registered Agent

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