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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

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WEST PALM BEACH, FLORIDA 33401

97 AUG 11 AM 11:10

TALLAHASSEE, FLORIDA

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ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO

August 7, 1997

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

In re: Articles of Incorporation of Gold Eagle Energy  
Resources, Inc.

600002263666--0

-08/11/97--01143--003

\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find Articles of Incorporation for the above  
named corporation. Also enclosed is our check in the amount of  
\$122.50 to cover the costs of the filing fee and a certified copy  
of the Articles. Please mail the certified copy of the Articles  
to Mr. Ira Curry at 1001 Riverside Drive, Greenacres, FL 33463.

Thank you for your assistance in this matter.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

*Robert O. Rogers*  
Robert O. Rogers

ROR:jiw  
Enclosures  
a/s

PH 8/12/97

ARTICLES OF INCORPORATION  
OF  
GOLD EAGLE ENERGY RESOURCES, INC.

FILED

87 AUG 11 AM 11:18

TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Gold Eagle Energy Resources, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be c/o Ira Curry, 1001 Riverside Drive, Greenacres, FL 33463.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officers and directors, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

President, Secretary  
and Treasurer

Ira Curry  
1001 Riverside Drive  
Greenacres, FL 33463

Director

Ira Curry  
1001 Riverside Drive  
Greenacres, FL 33463

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Ira Curry  
1001 Riverside Drive  
Greenacres, FL 33463

The undersigned incorporator has executed these Articles of Incorporation this 17th day of August, 1997.

Signature of Incorporator:

Ira Curry  
Ira Curry

STATE OF FLORIDA     )  
                              )  
COUNTY OF PALM BEACH)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Ira Curry, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation. He also provided identification.

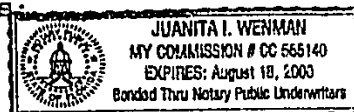
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of August, 1997.

Juanita I. Wenman  
Juanita I. Wenman  
Notary Public  
State of Florida at Large

[NOTARIAL SEAL]

My Commission Expires:

Commission No.:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

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Pursuant to the provisions of Section 607.0505, Florida Statutes, 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.

1. The name of the corporation is Gold Eagle Energy Resources, Inc.
2. The name and address of the registered agent and office is:

Ira Curry  
1001 Riverside Drive  
Greenacres, FL 33463

Signature: \_\_\_\_\_

Ira Curry

Date: \_\_\_\_\_

8-7-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACE 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Signature: \_\_\_\_\_

Ira Curry

Date: \_\_\_\_\_

8-7-97