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J. KEVIN DRAKE, P.A.
ATTORNEYS AT LAW

J. KEVIN DRAKE
JOSHUA E. REYNOLDS

FILED

97 OCT 17 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1343 MAIN STREET
SUITE 204
SARASOTA, FLORIDA 34236
PHONE (941) 954-7750
FAX (941) 951-1509

October 15, 1997

EFFECTIVE DATE

Via Overnight

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-10/17/97--01077--003
***122.50 ***122.50

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Colby Explorations, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance, and please do not hesitate to call me if you have any questions.

Very truly yours,

J. Kevin Drake
J. KEVIN DRAKE

JKD/tlp
Encls.

P Hall
OCT 20 1997

ARTICLES OF INCORPORATION
OF
COLBY EXPLORATION, INC.

FILED
97 OCT 17 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

EFFECTIVE DATE
10/17/97

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

COLBY EXPLORATION, INC.
2044 Constitution Blvd.
Sarasota, Florida 34231

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1343 Main Street, Suite 204, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is J. KEVIN DRAKE.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

ROBERT COLBY
ROBERT TODD
Address:
2044 Constitution Blvd.
Sarasota, Florida 34231

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Two (2) directors 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 - INCORPORATOR

The name and address of the person signing these Articles are:

ROBERT COLBY
2044 Constitution Blvd.
Sarasota, Florida 34231

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

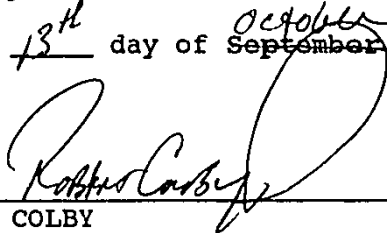
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

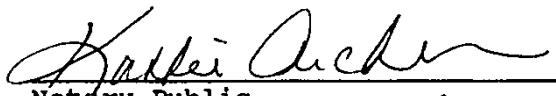
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13th day of October 1997.



ROBERT COLBY
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

October
The foregoing instrument was acknowledged before me on the 13th day of September, 1997, by ROBERT COLBY who is personally known to me or who produced FL DL # C410-765-56-019-0 as identification and who did not take an oath.



Notary Public

Print Name: KATHIE ARCHER

My Commission expires:

[SEAL]

July 26, 1999



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED

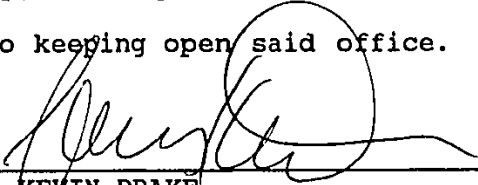
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

First--That COLBY EXPLORATION, INC., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at City of Sarasota,
County of Sarasota, State of Florida, has named J. KEVIN DRAKE,
located at 1343 Main Street, County of Sarasota, State of Florida, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-
stated corporation, at place designated in this Certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


J. KEVIN DRAKE
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

OCTOBER
The foregoing instrument was acknowledged before me on the 16th
day of ~~September~~, 1997, by J. KEVIN DRAKE, who is personally known
to me or who has produced _____ as identifica-
tion and who did not take an oath.

Lucia Shoemaker
NOTARY PUBLIC

Print Name: LUCIA Shoemaker

My Commission expires:

[SEAL]

