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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: D & R ENERGY, INC.

AUDIT NUMBER.....H98000004679

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1998

FAS-T CORP AGENTS INC

SUBJECT: D & R ENERGY, INC.
REF: W98000005345

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E98000004679
Letter Number: 498A00013014

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ARTICLES OF INCORPORATION

OF

D & R ENERGY, INC.

ARTICLE I - NAME

The name of this corporation is

D & R ENERGY, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

1150 S.W. 22nd Street, Suite 16
Miami, Florida 33129

and the name and address of the initial registered agent of this corporation is:

Name	Address
Rhonda Dragone	1150 S.W. 22 nd Street, Suite 16 Miami, Florida 33129

Prepared by: Rhonda Dragone,
1150 SW 22nd. St., Suite 16
Miami, FL 33129
(305) 860-5858

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL
BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

	Name	Address
1)	Rhonda Dragone	1150 S.W. 22 nd Street, Suite 16 Miami, Florida 33129
2)	Brett Reizen	Same as above

ARTICLE VIII - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

	Name	Address
1)	Rhonda Dragone	1150 S.W. 22 nd Street, Suite 16 Miami, Florida 33129
2)	Brett Reizen	Same as above

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

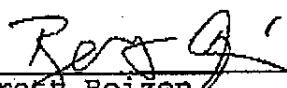
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right

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conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of March, 1998.


Rhonda Dragone
Subscriber and Director


Brett Reizen
Subscriber and Director

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

D & R ENERGY, INC.


2. The name and address of the registered agent and office is:

Rhonda Dragone,
1150 S.W. 22nd Street
Suite 16
Miami, Florida 33129


Rhonda Dragone
Registered Agent

Date: 3/11/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.


Rhonda Dragone
Registered Agent

Date: 3/10/98