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TRANSMITTAL LETTER

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

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-04/29/98--01038--004
*****70.00 *****70.00

SUBJECT: CAIN'S WELL DRILLING INC
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

RICKY CAIN
Name
10832 HAZEL AVE
Address
HUDSON FL 34669
City, State, & Zip
(813) 863-1608
Telephone Number

FILED
98 APR 29 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

CB
5/1/98

ARTICLES OF INCORPORATION

CAIN'S WELL DRILLING INC

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

Article I

Name

The name of the corporation shall be CAIN'S WELL DRILLING INC

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. To own and operate a retail business.
2. To 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, wears and merchandise, real and personal property, and services of every class, kind and description.
3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and all the other states and countries.
4. To contract debts and borrow money, issue and sell or pledge, bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of the corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any binds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership.
7. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a nominal or par value of \$1.00 per share. The share holders of common stock shall have preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V
REGISTERED AGENT

The initial registered agent of this corporation shall be RICKY CAIN whose business address is 10832 HAZEL AV, Hudson, Florida 34669. The street address of the registered office is 10832 HAZEL AV., Hudson, Florida 34669. The Board of directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the stockholders.

ARTICLES VII

INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICKY CAIN	10832 HAZEL AV. Hudson Florida 34669
TEINA CAIN	10832 HAZEL AV. Hudson Florida 34669

Articles VIII

Incorporators

The names and addresses of each incorporator to these articles of Incorporation are as follows:

<u>Names</u>	<u>Address</u>
<u>RICKY CAIN</u>	<u>10832 HAZEL AV Hudson Fl 34669</u>
<u>TEINA CAIN</u>	<u>10832 HAZEL AV Hudson, Florida 34669</u>

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

x Ricky Cain **Ricky Cain**
FL Drivers License # C500-732-54-324-0

x Teina Cain **Teina Cain**
FL Drivers License # C500-813-56-669-0

State of Florida
County of Pasco

I Hereby Certify that this day, before me, an Notary Public duly authorized in the State Of Florida and county named above to take acknowledgments, personally appeared ,Ricky Cain and Teina Cain to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the uses and purposes therein expressed.

Witness my hand and official seal in the State and county named above this 14 day of April, 1998.

Veronica Pece

Notary Public



STATE OF FLORIDA

COUNTY OF Pasco

The foregoing instrument was acknowledged before me this

April 14, 1998 by Ricky Cain

who is personally known to me, & has produced FL Drivers

License as identification & who did (did not) take an oath.

C500-732-54-324-0

STATE OF FLORIDA

COUNTY OF Pasco

foregoing instrument was acknowledged before me this

April 14, 1998 by Teina Cain

who is personally known to me, or has produced FL Drivers

License as identification & who did (did not) take an oath.

#C500-813-56-669-0

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

In pursuance of chapter 48.091, Florida statutes, the following is submitted, in compliance with said act:

First—That CAIN'S WELL DRILLING INC, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in articles of incorporation, at the city of Hudson, county of PASCO State of Florida, has named Ricky Cain, located at 10832 Hazel Av., Hudson, Florida, Pasco County, Florida, as its Resident Agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the 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.

** Ricky Cain*

Ricky Cain

Resident Agent

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98 APR 29 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA