

P98000071301



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 927902 7152086

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 14 PM 2:54

ORDER DATE : August 14, 1998

ORDER TIME : 11:07 AM

ORDER NO. : 927902-010

CUSTOMER NO: 7152086

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-08/14/98--01058--006
*****70.00 *****70.00

CUSTOMER: Ms. Rachel L. Torre
PAUL M. GUNTARP, JR., P.A.

Suite 6
185 Cypress Point Parkway
Palm Coast, FL 32137

DOMESTIC FILING

NAME: PEMCO GAS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 AUG 14 AM 11:33
DIVISION OF CORPORATION

J 8/14/98

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

of

Pemco Gas, Incorporated

The undersigned incorporators of 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 this corporation is:

Pemco Gas, Incorporated

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is; to drill, mine, bore for, transport, distribute, market, buy, sell, and deal in oil and natural gas; to purchase, acquire, lease, hold, operate and sell real estate, leaseholds, mining rights, interests and estates in real and personal property; to design, construct, purchase, lease or otherwise acquire, own and operate gas compression stations; to purchase, lease or otherwise acquire and operate drilling rigs and other machinery and apparatus necessary in the conduct of drilling and operating oil and gas properties; to conduct all business appurtenant thereto, and for theses purposes to have, possess and enjoy all the rights, benefits and privileges of said Act of Assembly, and to engage in every and any aspect and phase of any and every lawful business.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 40,000 shares of common stock with a par value of one (\$1.00) dollar per share. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The mailing and street address of the initial principal office of this corporation in the State of Florida is 21 San Marco Court, Palm Coast, FL 32137. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Elizabeth M. O'Donnell	One John Anderson Dr., #519 Ormond Beach, FL 32176
Eleanor W. Decker	1401 Winters Creek Rd. Palm City, FL 34990
Jeanne L. Dickinson	21 San Marco Court Palm Coast, FL 32137

Carl W. Dickinson

21 San Marco Court
Palm Coast, FL 32137

ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

Name

Address

Carl W. Dickinson


21 San Marco Court
Palm Coast, FL 32137

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Jeanne L. Dickinson, 21 San Marco Court, Palm Coast, FL 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.



CARL W. DICKINSON

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carl W. Dickinson, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. Declarant produced X as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 1 day of ~~July~~, 1998.


Notary Public
My commission expires:

 Rachel L Torre
My Commission CC720848
Expires March 2, 2002

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

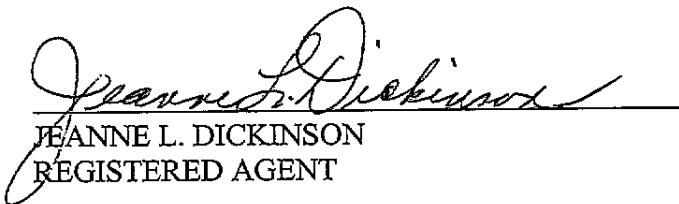
FIRST: Pemco Gas, Incorporated, DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
21 SAN MARCO COURT, PALM COAST, FLORIDA 32137, HAS NAMED JEANNE L.
DICKINSON, 21 SAN MARCO COURT, PALM COAST, STATE OF FLORIDA, 32137 AS ITS
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



CARL W. DICKINSON

DATE: July 1, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT 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.



JEANNE L. DICKINSON
REGISTERED AGENT

DATE: July 1, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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