

99000006390

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ultram Well Stimulation  
and Servicing, Inc.

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
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- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
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Signature \_\_\_\_\_

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ARTICLES OF INCORPORATION

OF

ULTRAM

Well Stimulation and Servicing, Inc.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

ULTRAM

Well Stimulation and Servicing, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The general character or nature of the business to be transacted by this Corporation is:

a. To operate a business for Stimulating and Servicing of Oil Wells.

b. To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the Corporation, buildings, or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands and any buildings or other structures at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for

investment or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

c. To engage in the retail, wholesale, and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

d. To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

e. 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 corporate indebtedness as required.

f. To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

g. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, 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, including the right to vote such stock.

h. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the

purposes of this Corporation, or calculated to facilitate the same, including a purchase of its own shares.

i. To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

j. To engage in any and all lawful business, trades, occupations and professions.

k. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts abovenamed.

l. Any other lawful business.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 15 million shares of common stock, each having the par value of \$0.01.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation.

#### ARTICLE V - INITIAL CAPITALIZATION

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The street address of the office of the Corporation is:

1010 Drew Street, Clearwater, Florida 33755

ARTICLE VII - ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is:

Richard D. Green, 1010 Drew Street, Clearwater, Florida 33755.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of one (1) Director. The number of Directors may be, as provided for by the By-Laws as adopted by the Shareholders, increased or decreased, with one (1) Director being sufficient to constitute the Board. The name and address of the initial Director of this corporation is:

Richard A. Melson, 2606 Country Club Pkwy., Garland, Texas 75043

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Richard A. Melson, 2606 Country Club Pkwy., Garland, Texas 75043

ARTICLE X - 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 Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of Jan, 1999.

Richard A. Melson  
RICHARD A. MELSON

STATE OF TEXAS  
COUNTY OF \_\_\_\_\_

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared Richard Melson known to me or having produced the following identification Driver's License to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

Dated this 18 day of January, 1999.

My Commission Expires:

Bridget L. James  
NOTARY PUBLIC State of Texas  
(print, type or stamp commission name of Notary Public)

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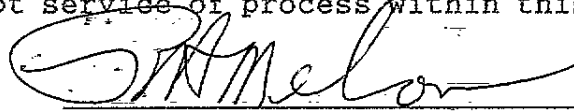
STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile  
for the Service of Process Within This State  
Naming Agent Upon Whom Process may be Served

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

ULTRAM, Well Stimulation and Servicing, Inc., a Corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1010 Drew Street, Clearwater, Florida, 33755, County of Pinellas, State of Florida, has named Richard D. Green, Esq. 1010 Drew Street, Clearwater, Florida, 33755, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

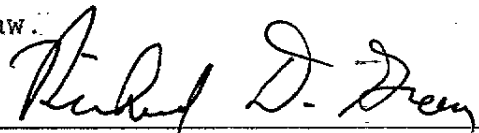


RICHARD A. MELSON

ACCEPTANCE

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Filing Fee: \$35.00



Richard D. Green  
Registered Agent