

799000009/29

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
- DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO
ALLISON B. ROGERS

January 25, 1999

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

Secretary of State
Corporate Records Bureau
Division of Corporations
Tallahassee, Florida 32301

In Re: Cox Energy, Inc.

200002755332--8
-01/26/99--01077--006
*****78.75 *****78.75

Dear Sir:

Enclosed you will find an original and duplicate copy of the Articles of Incorporation and the Registered Agent Certificate for Cox Energy, Inc. The original Articles of Incorporation should be filed in your office. A certified copy of the Articles should then be mailed to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

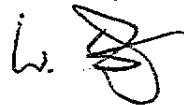
You will also find enclosed a check in the amount of \$78.75, in payment of the following fees:

Filing Fee	\$ 70.00
Certified Copy Fee	<u>8.75</u>
TOTAL	<u>\$78.75</u>

If there is any reason why the Articles will not be filed immediately, please call me at the above number. Thank you for your assistance in this matter.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO



W. Glenn Dempsey

WGD/cr
Enclosures
cc: Joyce Cox

FILED
99 JAN 26 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JAN 29 1999

ARTICLES OF INCORPORATION
OF
COX ENERGY, INC.

FILED
99 JAN 26 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is COX ENERGY, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 10152 Heronwood Lane, West Palm Beach, Florida 33412.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation is W. Glenn Dempsey.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Joyce Cox
10152 Heronwood Lane
West Palm Beach, Florida 33412

ARTICLE VII - INCORPORATOR

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

Joyce Cox
10152 Heronwood Lane
West Palm Beach, Florida 33412

ARTICLE VIII - OFFICERS

The following person shall be the sole officer of this corporation from its inception, and until his successor is duly elected and qualified:

Joyce Cox President/Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 25th day of January, 1999.

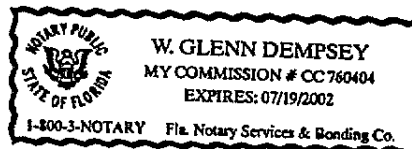

JOYCE COX

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of January, 1999, by
JOYCE COX, who is either personally known to me or who has produced her drivers license as
identification.


Notary Public State of Florida

My Commission Expires:




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

In pursuance of Chapter 48.091, Florida Statutes, COX ENERGY, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named W. Glenn Dempsey, whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: January 25, 1999



W. Glenn Dempsey

Zip.Doc/Cox - Articles

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99 JAN 26 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA