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LEWIS W. STONE
SCOTT A. GERKEN

March 29, 1999

MAILING ADDRESS:
Post Office Drawer 2048
Eustis, Florida 32727-2048

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Thrill Hill Mining, Inc.

000002824310--3
-03/30/99--01094--004
****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

Lewis W. Stone

LWS:dm
Enclosures

xc: William H. Whitlock
Carolyn Joyce Channave

FILED
99 MAR 30 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON

APR - 2 1999

ARTICLES OF INCORPORATION
OF
THRILL HILL MINING, INC.

FILED
99 MAR 30 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigneds, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **THRILL HILL MINING, INC.**

ARTICLE II - NATURE OF BUSINESS

The purpose for which the corporation is organized is to transact any or all lawful business and to do all other things incidental to or connected with such business that is not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - PRINCIPAL OFFICE

The physical street address in Florida for the principal office of the corporation is 34934 Thrill Hill Road, Eustis, Florida 32736. The mailing address of the corporation is 34934 Thrill Hill Road, Eustis, Florida 32736.

ARTICLE IV - SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock, all of which shall be common shares without par value.

Initial issue. Two hundred (200) shares of the Capital Stock of the corporation shall be the initial issue.

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V - DIRECTORS

The initial board of directors shall consist of two (2) members, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VI - DIRECTORS ADDRESS

The name and address of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successor(s) shall have been elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Joyce Channave	20719 Jemana Road Eustis, Florida 32732
William Hiram Whitlock	44150 N. Lost Lake Drive Paisley, Florida 32767

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
Michael H. Hatfield	545 North Umatilla Boulevard Umatilla, Florida 32784

ARTICLE VIII - AMENDMENT OF ARTICLES

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

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - INCORPORATORS

The name and address of the persons who are the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Joyce Channave	20719 Jemana Road Eustis, Florida 32732
William Hiram Whitlock	44150 N. Lost Lake Drive Paisley, Florida 32767

Carolyn Joyce Channave
Carolyn Joyce Channave, Incorporator

3-29-99
Date

William Hiram Whitlock
William Hiram Whitlock, Incorporator

3-29-99
Date

ARTICLE XII - TERM OF EXISTENCE

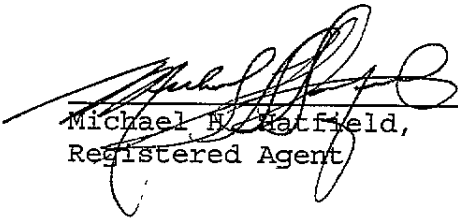
The period of duration of the corporation is perpetual.

ARTICLE XIII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his votes at said election.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in

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.



Michael H. Hatfield,
Registered Agent

2-10-99
Date

corporation/Thrill-Hill/dm

FILED
99 MAR 30 AM 11:30
CLERK OF STATE
TALLAHASSEE, FLORIDA