

P9 9000054253
GRAY, HARRIS & ROBINSON

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III
R. LEE BENNETT
TRACY A. MARSHALL
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250
225 SOUTH ADAMS STREET
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TELEPHONE (850) 222-7717
FAX (850) 222-3494

MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPPE
DONALD H. GIBSON
ALISON M. YURKO
THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY

KIMBERLY NOWORYTA SUNNER
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
MATTHEW S. SMITH
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS

OF COUNSEL
MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
LILA INGATE McHENRY
MICHAEL J. CANAN

June 15, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

(5)

Via Hand Delivery

100002905221--3
-06/15/99--01085--007
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of \$78.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Incorporation** for the following entity:

CHISHOLM ENERGY COMPANY, INC.

Please "date stamp" the copy of this letter provided and call Ann Cotroneo at 222-7717 when the document is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

[Handwritten signature]

KBP/amc
Enclosures
GHRCORP/GHR.127
Buchanan/10494-1

FILED
99 JUN 15 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 JUN 15 AM 11:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHISHOLM ENERGY COMPANY, INC.**

FILED
99 JUN 15 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CHISHOLM ENERGY COMPANY, INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is 201 E. Pine Street, Suite 1200, Orlando, Florida 32801.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Richard M. Robinson

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors 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 (1).

B. The names and addresses of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Dan Chisholm, Jr.	201 E. Pine St., Ste. 1200 Orlando, FL 32801	Director President Treasurer
Dan Chisholm, Sr.	201 E. Pine St., Ste. 1200 Orlando, FL 32801	Director Vice President Secretary

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Richard M. Robinson	201 E. Pine St., Ste. 1200 Orlando, FL 32801

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of June, 1999.

Richard M. Robinson

Richard M. Robinson
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of June, 1999, by Richard M. Robinson.

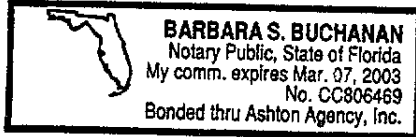
Barbara S. Buchanan
Signature of Notary Public

BARBARA S. BUCHANAN
(Print Notary Name)

My Commission Expires: _____

Commission No.: _____


AFFIX NOTARY STAMP



Personally known, or
 Produced Identification
Type of Identification Produced: _____

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of CHISHOLM ENERGY COMPANY, INC., I hereby accept and agree to act in this capacity.



Richard M. Robinson

FILED
99 JUN 15 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA