



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 277881 4332362

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : June 17, 1999

ORDER TIME : 12:37 PM

ORDER NO. : 277881-005

CUSTOMER NO: 4332362

CUSTOMER: Ms. Judith A. Engelken
BROWNSTEIN HYATT & FARBER,
BROWNSTEIN HYATT & FARBER,
410 17th Street, 22nd Floor

Denver, CO 80202

700002909357

DOMESTIC FILING

NAME: PORT FELTER OIL & GAS, INC.

EFFECTIVE DATE:

XX PARTICLES 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: Tamara Odom

EXAMINER'S INITIALS:

PH 6/18/99

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PORT FELTER OIL & GAS, INC.

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KNOW ALL MEN BY THESE PRESENTS, that the undersigned incorporator, being of the age of eighteen years or more, desiring to organize a corporation under the Florida Business Corporation Act, makes, signs and verifies these Articles of Incorporation.

ARTICLE I

The name of the corporation is **Port Felter Oil & Gas, Inc.**

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The nature of the business and the objects and the purposes for which this corporation is created are to engage in the transaction of all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act.

ARTICLE IV

In furtherance of the purposes set forth in Article III of these Articles of Incorporation, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under and pursuant to the laws of the State of Florida, including, but not limited to, the power to become a member of a limited liability company and to enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicated pools, associations and other arrangements for carrying on one or more of the purposes set forth in Article III of these Articles of Incorporation and in the Florida

Business Corporation Act, jointly or in common with others. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE V

A. Authorized Shares: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock at a par value of \$0.01 per share. All shares when issued shall be nonassessable and fully paid. Each shareholder of record shall be entitled at all shareholders' meetings to one vote for each share of stock standing in his name on the books of the corporation.

B. Transfer Restrictions: The corporation shall have the right, by appropriate action, to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions as may from time to time be so imposed or notice of the substance thereof shall be set forth upon the face or back of the certificates representing such shares of common stock.

C. Preemptive Rights: No shareholder of the corporation shall have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or for securities carrying stock purchase rights.

ARTICLE VI

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts, liabilities or obligations to any extent whatsoever.

ARTICLE VII

The business and affairs of the corporation shall be managed by a Board of Directors which shall exercise all the powers of the corporation, except as otherwise provided in the Bylaws of the corporation or by these Articles of Incorporation. There shall be at least one director or such larger number as shall be fixed by the Bylaws or from time to time by amendment of the Bylaws, but no decrease in the number of directors shall shorten the term of any incumbent director.

ARTICLE VIII

The initial Board of Directors shall consist of one member. The name and address of the person who is to serve as the director until the first annual meeting of the shareholders or until her successors are elected and qualified is as follows:

Linda Hager
4798 Florida Avenue South
Lakeland, Florida 33813

ARTICLE IX

Cumulative voting in the election of directors is not allowed.

ARTICLE X

No contract or other transaction between the corporation and any other person, firm, partnership, corporation, trust, joint venture, syndicate or other entity shall be in any way affected or invalidated solely by reason of the fact that any director or officer of the corporation is pecuniarily or otherwise interested in, or is a director, officer, shareholder, employee, fiduciary or member of such other entity or solely by reason of the fact that any director or officer is in any way interested, may be a party to or may be interested in a contract or other transaction of the corporation.

ARTICLE XI

The corporation shall, subject to the provisions of the Bylaws of the corporation, indemnify any and all of its directors or officers to the fullest extent provided by the laws of the State of Florida.

ARTICLE XII

No officer, director or shareholder of the corporation shall be bound by or have any personal liability under any documents, agreements, understandings or arrangements relating to the corporation except as provided below. The parties to any agreement to which the corporation is a party shall look solely to the assets of the corporation for satisfaction of any liability of the corporation in respect of all documents, agreements, understandings and arrangements relating to the corporation and shall have no recourse against any of the directors, officers or shareholders of the corporation or any of their personal assets for the performance or payment of any obligation thereunder. The foregoing shall apply to all and any future documents, agreements, understandings, arrangements and transactions with respect to the corporation. No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director for any act specified in Section 607.0831 of the Florida Business Corporation Act. The protection afforded in this Article shall not restrict other common law protections and rights that a director may have. The limitations on personal liability contained in this Article shall continue as to a person who has ceased to be a director, and shall inure to the benefit of his heirs, executors and administrators. Neither the amendment nor repeal of this Article XII, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article XII, shall eliminate or reduce the effect of this Article

XII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article XII would accrue or arise, prior to such amendment, repeal or adoption.

ARTICLE XIII

In addition to the other powers now or hereafter conferred upon the Board of Directors by these Articles of Incorporation, the Bylaws of the corporation, or by the laws of the State of Florida, the Board of Directors may from time to time distribute to the shareholders in partial liquidation a portion of the corporation's assets, in cash or in kind; subject, however, to the limitations contained in the Florida Business Corporation Act.

ARTICLE XIV

A. The address of the corporation's initial registered office is **1201 Hays Street, Tallahassee, Florida 32301**, and the name of the corporation's initial registered agent at such address is **Corporation Service Company**. The written consent of the initial registered agent to the appointment as such is stated below.

B. The address of the corporation's initial principal office is **4798 Florida Avenue South, Lakeland, Florida 33813**.

ARTICLE XV

The director shall have the power to make Bylaws and to amend or alter the Bylaws from time to time as he deems proper for the administration and regulation of the affairs of the corporation.

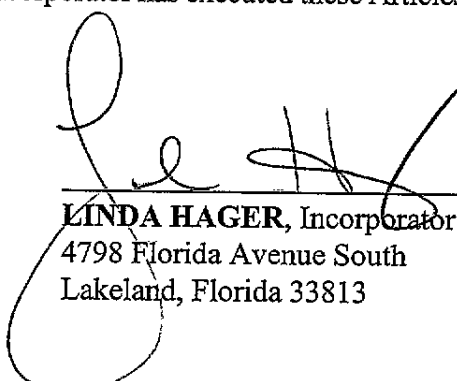
ARTICLE XVI

The right is reserved from time to time to amend, alter or repeal any provisions of and to add to these Articles of Incorporation in any manner now or hereafter prescribed or permitted by the laws of the State of Florida, and the rights of all shareholders are subject to this reservation.

ARTICLE XVII

The name and address of the incorporator of the corporation is: Linda Hager, 4798 Florida Avenue South, Lakeland, Florida 33813.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 16th day of June, 1999.

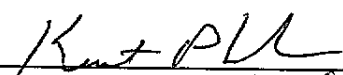

LINDA HAGER, Incorporator
4798 Florida Avenue South
Lakeland, Florida 33813

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, **Corporation Service Company** hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

By: _____


Name: Kurt Plender
Title: Assistant Vice-President
Date: 6-17-99