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JAMES H. TITUS
ATTORNEY AT LAW

355 WEST VENICE AVENUE
VENICE, FLORIDA 34285

MEMBER OF THE FLORIDA
AND PENNSYLVANIA BARS

TEL: (941) 412-1700
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September 22, 1999

VIA EXPRESS MAIL

Secretary of State
State of Florida
Corporation Department
409 East Gaines Street
Tallahassee, FL 32399

200002996362--4

-09/24/99-01058-002

122.50 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 24 PM 3:22

FILED

Re: SOUTHWEST FLORIDA DRILLING CORPORATION

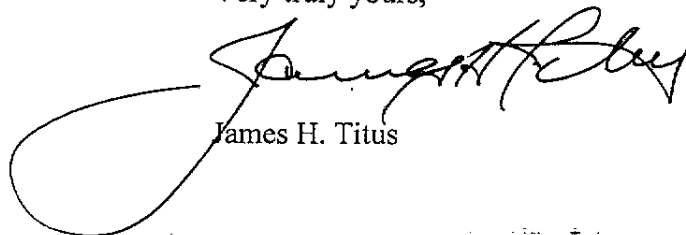
Dear Sir or Madam:

I am enclosing Articles of Incorporation for the above referenced corporation, fully executed, for filing with the Florida Secretary of State.

I am also enclosing a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to me.

Thank you for your assistance, and please call me if you require anything further regarding this matter.

Very truly yours,



James H. Titus

JHT/hs
Encls.

cc: Client

9/27/99
23

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTHWEST FLORIDA DRILLING CORPORATION

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

SOUTHWEST FLORIDA DRILLING CORPORATION
355 West Venice Avenue
Venice, Florida 34285

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 355 West Venice Avenue; Venice, Florida 34285, and the name of the initial registered agent of this Corporation at that address is James H. Titus.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

JAMES H. TITUS

Address:

1069 Truman Street
Nokomis, FL 34275

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

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

JAMES H. TITUS
1069 Truman Street
Nokomis, FL 34275

ARTICLE VIII - BYLAWS

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

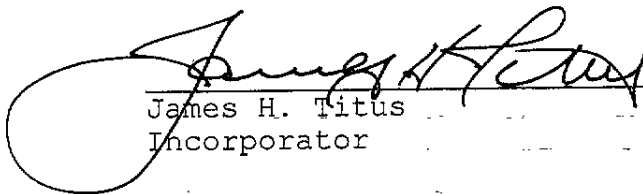
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

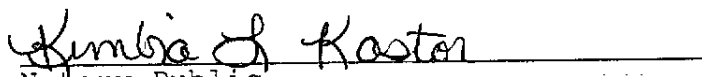
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of September, 1999.


James H. Titus
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of September, 1999 by JAMES H. TITUS, who is personally known to me or who produced _____ as identification and who did not take an oath.


Notary Public
Print Name: KIMBRA L. KASTOR
My Commission expires: _____
[SEAL]



Kimbra L. Kastor
My Commission CC588941
Expires Sep 29, 2000

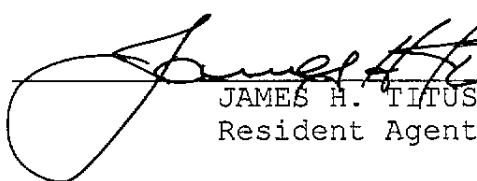
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That SOUTHWEST FLORIDA DRILLING CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Venice, County of Sarasota, State of Florida, has named JAMES H. TITUS, 355 West Venice Avenue; Venice, Florida 34285, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

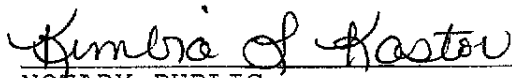
Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JAMES H. TITUS
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

FILED
99 SEP 24 PM 3:22
STATE
TALLAHASSEE, FLORIDA

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of September, 1999, by JAMES H. TITUS, who is personally known to me or who produced _____ as identification and who did not take an oath.


NOTARY PUBLIC
Print Name: KIMBRA L. KASTOR
My Commission expires: _____
[SEAL]



Kimbra L. Kastor
My Commission CC588941
Expires Sep 29, 2000