

1514 1/2 E. 8TH AVENUE, SUITE 4
TAMPA, FLORIDA 33605

HENRY W. HICKS, P.A.

(813) 222-4448
FAX (813) 222-0091

999000097771

November 2, 1999

800003035168--0
-11/04/99--01064--013
****122.50 *****78.75


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

Re: Filing/Articles of Incorporation

Gentlemen:

Enclosed find my firm check in the amount of \$122.50. Please
file the enclosed Articles of Incorporation and return a
certified copy to my office.

Sincerely,


HENRY W. HICKS

HWH:pb

enclosures

FILED
99 NOV -4 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. VARNADORE NOV 05 1999

ARTICLES OF INCORPORATION
OF
FRESHWATER DRILLING SERVICES, INC.

FILED
99 NOV -4 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be FRESHWATER DRILLING SERVICES, INC. and its principal place of business for this corporation shall be 5101 East 10th Avenue, Tampa, Florida 33619.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage or transact in any and all lawful activities or business permitted under the laws of the State of Florida, the United States, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1514 1/2 East 8th Avenue, Suite 4, Tampa, Florida and the name of the initial registered agent at that address is Henry W. Hicks.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

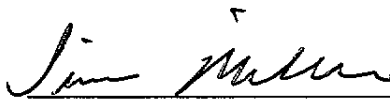
This corporation shall have no directors, initially. The affairs of the corporation shall be managed by the shareholders until such time as directors are designated as provided by the By-Laws.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

TIM MILLER
5101 East 10th Avenue
Tampa, Florida 33619

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20th day of October, 1999.

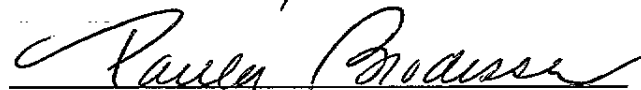

TIM MILLER

STATE OF FLORIDA

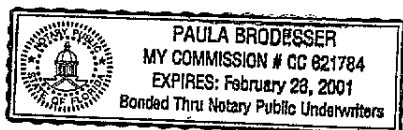
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared TIM MILLER who is personally known to me and after oath duly sworn, deposes and says that he is the individual referred to in and who executed the foregoing Articles of Incorporation and that he did so freely and voluntarily.

Sworn to and subscribed before me this 20th day of October, 1999.


Notary Public, State of Florida

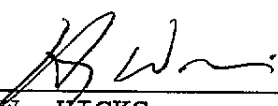
My Commission Expires:



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

That FRESHWATER DRILLING SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation, has named HENRY W. HICKS, the City of Tampa, County of Hillsborough, State of Florida, as its registered agent to accept service of process within this state.

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


HENRY W. HICKS
1514 1/2 East 8th Avenue, Suite 4
Tampa, Florida 33605

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared HENRY W. HICKS who is personally known to me and upon oath duly sworn, deposes and says that he is the individual referred to in and who executed the foregoing as registered agent for FRESHWATER DRILLING SERVICES, INC. and that he did so freely and voluntarily.

Sworn to and subscribed before me this 28th day of October, 1999.


Notary Public, State of Florida

My Commission Expires:

