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December 13, 1999

Department of State  
Division of Corporations  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/16/99--01031--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: B.C. WELL DRILLING COMPANY, INC.

Gentlemen:

I have enclosed the original and a copy of the articles of incorporation for B.C. WELL DRILLING COMPANY, INC. and a check in the amount of \$ 78.75 computed as follows:

Filing Fee .....	\$35.00
Certified Copy .....	8.75
Registered Agent Fee .....	35.00
Total .....	\$ 78.75

FILED  
99 NOV 16 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please certify the copy and return it to me.

Thank you very much for your attention to this matter.

Very truly yours,

  
William G. Pembroke, CPA

WGP:

enclosures

T. Burch DEC 20 1999

FILED

99 NOV 16 PM 12:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**B.C. WELL DRILLING COMPANY, INC.**

ARTICLE I - NAME

The name of this corporation is B.C. WELL DRILLING COMPANY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is authorized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1879 SW FEARS AVENUE PORT ST. LUCIE, FLORIDA and the name of the initial registered agent of this corporation at the address is ROBERT CLEVELAND. The principal address is the same as the registered office.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Director constituting the initial Board of Directors. The number of directors may be either increased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

ROBERT CLEVELAND - President  
1879 SW FEARS AVENUE  
PORT ST. LUCIE FLORIDA 34953

THERESA CLEVELAND - Secretary/Treasurer  
1879 SW FEARS AVENUE  
PORT ST. LUCIE FLORIDA 34953

#### ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

ROBERT CLEVELAND - President  
1879 SW FEARS AVENUE  
PORT ST. LUCIE FLORIDA 34953

#### ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has conferred upon these Articles of Incorporation on the 13 day of December 1999.

Incorporator

Theresa Cleveland

STATE OF FLORIDA

COUNTY OF ST. LUCIE

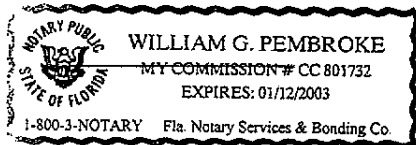
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, THERESA CLEVELAND personally appeared and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13 day of December 1999.

[Signature]

Notary Public  
State of Florida  
at Large

My commission expires:



ACCEPTANCE

I, THERESA CLEVELAND, state that I am a permanent resident of ST. LUCIE County, Florida. I hereby accept the foregoing designation of Resident Agent for B.C. WELL DRILLING COMPANY, INC. with its place of business at 1879 SW FEARS AVENUE, PORT ST. LUCIE FLORIDA 34953.

Theresa Cleveland