

ARTICLES OF ORGANIZATION
OF

ROBERT MASON ENERGY PARTNERS LLC

0553120.06
John Y. Brown III
Secretary of State
Received and Filed
01/28/2003 12:24 PM
Fee Receipt: \$40.00

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The undersigned person forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act, KRS Chapter 275, as follows:

ARTICLE I

Name

The name of the limited liability company (the "Company") is Robert Mason Energy Partners LLC.

ARTICLE II

Registered Office; Registered Agent

The street address of the initial registered office of the Company is 12038 Hunting Crest Drive, Prospect, Kentucky 40059 and the name of the Company's initial registered agent at that office shall be Dennis W. Crum.

ARTICLE III

Principal Office

The mailing address of the initial principal office of the Company is 12038 Hunting Crest Drive, Prospect, Kentucky 40059.

ARTICLE IV

Management

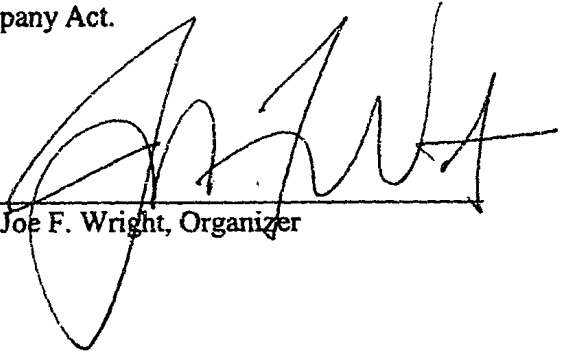
The Company is to be managed by one or more managers.

ARTICLE V

Dissolution

The term of the Company is perpetual, except as it may be dissolved pursuant to the Kentucky Limited Liability Company Act or the Company's operating agreement.

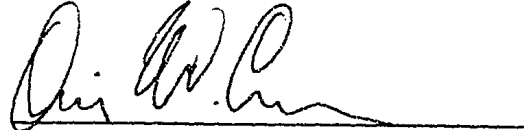
IN WITNESS WHEREOF, these Articles of Organization have been duly executed by the undersigned on the 21st day of January 2003 for the purpose of forming a limited liability company under the Kentucky Limited Liability Company Act.



Joe F. Wright, Organizer

CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to and accepts his appointment as the registered agent for Robert Mason Energy Partners LLC, a limited liability company.



Dennis W. Crum

January 27, 2003

Attention: Corporate Records
John Y. Brown
Secretary of State
700 Capital Avenue
Suite 152
State Capitol
Frankfort, KY 40601

Re: Articles of Organization for Robert Mason Energy Partners LLC

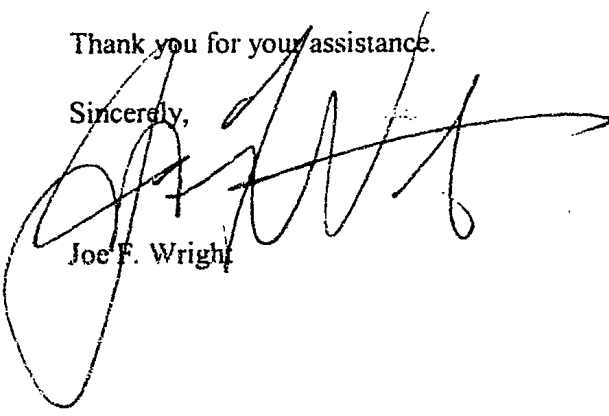
Dear Secretary Brown:

Enclosed are three originals of the Articles of Organization for Robert Mason Energy Partners LLC. Also enclosed is a check for the filing fee in the amount of \$40.00. Please return our file-stamped copies to me at the following address:

Joe F. Wright
9931 Corporate Campus Drive
Suite 2400
Louisville, Kentucky 40223

Thank you for your assistance.

Sincerely,


Joe F. Wright