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06-43394  
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**HUTCHISON, MAMELE & COOVER, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

WILLIAM C. HUTCHISON, JR. (1928-1991)  
\* RICHARD L. MAMELE  
STEPHEN H. COOVER  
\* BOARD CERTIFIED  
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April 20, 2006

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301


Re: **SOUTHEAST BIODIESEL/FLORIDA, LLC**

Ladies/Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Organization for the above-referenced entity, together with my client's check in the sum of One Hundred Fifty-Five Dollars (\$155.00) for filing and return of a certified copy of the articles.

Should you have any questions, please feel free to call.

Very truly yours,

  
Stephen H. Coover

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 APR 24 PM 12:47

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SHC/mjr  
Enclosures

- 1) Original and one copy of Articles of Organization
- 2) Check \$155.00

**ARTICLES OF ORGANIZATION  
OF  
SOUTHEAST BIODIESEL/FLORIDA, LLC**

**ARTICLE I - NAME**

The name of the limited liability company is: Southeast BioDiesel/Florida, LLC.

**ARTICLE II - ADDRESS**

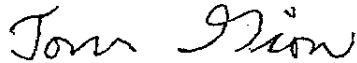
The mailing address and the street address of the principal office of the Limited Liability Company is: 1515 Kastner Place, Sanford, FL 32771.

**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED  
AGENT'S SIGNATURE:**

The name and the Florida street address of registered agent are:

Tom Gion  
1515 Kastner Place  
Sanford, FL 32771

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with any accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*



Registered Agent's Signature

**ARTICLE IV - MANAGEMENT (check box if applicable.)**

- The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

The initial manager of the Limited Liability Company shall be Southeast BioDiesel LLC, a North Carolina limited liability company, whose address is 6135 Park South Drive, Suite 510, Charlotte, NC 28210, who shall serve until the first annual meeting of members or until its successor is elected and qualified. The rights and responsibilities of the manager shall be limited as set for the Regulations or Operating Agreement.

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**ARTICLE V - DURATION**

The duration of the Limited Liability Company shall, unless limited by the terms of any Regulations or Operating Agreement, be perpetual.

IN WITNESS WHEREOF, the undersigned, as a member, has executed the foregoing Articles of Organization on the 13<sup>th</sup> day of April, 2006.

Southeast BioDiesel, LLC,  
a North Carolina limited liability  
company:

BY:

[Signature]  
Name: James C. Thompson  
Title: General Manager

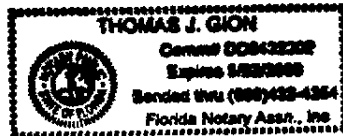
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF Florida  
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of April, 2006 by James C. Thompson as General Manager of Southeast BioDiesel, LLC, a North Carolina limited liability company, who is  personally known to me or  not personally known to me and produced identification.

2006 APR 24 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Thomas J. Gion  
NOTARY PUBLIC  
Notary Public - State of Florida

My Commission Expires: 5/25/2009