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SECRETARY OF STATE
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

genesis biofuels americas, llc

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Electronic Filing Menu

Corporate Filing Menu

Help

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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

GENESIS BIOFUELS AMERICAS, LLC

The undersigned organizers hereby form this limited liability company pursuant to Chapter 608, Florida Statutes.

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ARTICLE I - NAME:

The name of this Limited Liability Company is:

GENESIS BIOFUELS AMERICAS, LLC

ARTICLE II - BUSINESS:

The business of this limited liability company is all business allowed under applicable laws of the State of Florida and the United States of America.

ARTICLE III - ADDRESS:

The initial mailing address and street address of the principal office of this Limited Liability Company is:

1109 South Congress Avenue
Suite D
West Palm Beach, Florida 33406

ARTICLE IV - MANAGEMENT:

The company shall be managed by a board of directors of not less than one director, of legal age, who are elected by a majority of members; the initial directors are:

Phillip T. Crenshaw
Ian M. Herman

The directors shall elect officers of the company who shall manage and direct operations of the business, at the direction of the board of directors, which officers are: president, vice president, treasurer, secretary, and such other officers as are required from time to time.

ARTICLE V - RESTRICTION ON TRANSFER OF MEMBER INTEREST

The transfer of a member's interest is restricted by applicable law and the company operating agreement.

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ARTICLE VI - REGISTERED AGENT

The registered agent to receive service of process for the company and location is:

Phillip T. Crenshaw
1109 South Congress Avenue
Suite D
West Palm Beach, Florida 33406

ARTICLE VII - PREEMPTIVE RIGHTS

Any owner, upon the sale of any new issued ownership shares of this company, shall have the right to purchase his pro-rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others. The board of directors is exempt from this provision to issue no more than 20% ownership within one year of formation.

ARTICLE VIII - INDEMNIFICATION

The company shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as managers, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been managers, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any bylaws, agreements or otherwise.

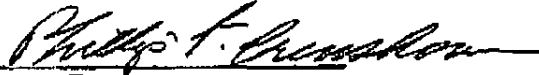
ARTICLE IX - LIMITATION OF DIRECTOR'S LIABILITY

A manager of this company shall not be personally liable to the corporation or its stockholders for money damages for breach of fiduciary duty as managers, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida limited liability companies' law. If the said law is amended after approval by the owners of this article to authorize company action further eliminating or limiting the personal liability of managers, then the liability of a manager of the company shall be eliminated or limited to the fullest extent permitted by applicable Florida or general law, and as amended from time to time without further action by the owner/members.

Any repeal or modification of this Article shall not increase the personal liability of any manager of this corporation for any act or occurrence taking place prior to such repeal or

modification. The provision of this Article shall not be deemed to limit or preclude indemnification of a manager by the corporation for any liability of a manager which has not been eliminated by the provisions of this article.

IN WITNESS WHEREOF, the undersigned member has executed these articles of organization on August 3, 2009 and in accordance with section 621.051, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Phillip T. Crenshaw


Ian M. Herman

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: Genesis Biofuels Americas, LLC
- 2. The name and the Florida address of the registered agent is: Phillip T. Crenshaw, 1109 South Congress Avenue, Suite D, West Palm Beach, Florida 33406

Having been named as registered agent and to accept service of process for the above stated professional 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Phillip T. Crenshaw
Phillip T. Crenshaw

Dated: August 3, 2009

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