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LIMITED LIABILITY COMPANY

Pioneer Power Services, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
PIONEER POWER SERVICES, L.L.C.**

ARTICLE I

Name. The name of the limited liability company ("Company") is PIONEER POWER SERVICES, L.L.C.

ARTICLE II

Address. The mailing and street address of the Company's principal office is 248 Kelsey Park Circle, Palm Beach Gardens, FL 33410.

ARTICLE III

Duration. The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office. The name of Company's initial registered agent in Florida is Lawrence E. Crary III. The address of Company's registered office in Florida is 555 Colorado Avenue, Stuart, FL 34994.

Prepared by:

Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(561) 287-2600
Fla. Bar No.: 250414

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ARTICLE V

Management. The Company is to be managed by four (4) managers. The initial Managers will serve until the first annual meeting of the Members. The initial Managers are as follows:

NAME:

ADDRESS:

Karen Branick

2478 Palm Harbour Drive
Palm Beach Gardens, FL 33410

James R. Jackson

3003 N.E. Ivy Lane
Jensen Beach, FL 34957

Michael A. Jaeger

248 Kelsey Park Circle
Palm Beach Gardens, FL 33410

Theodore Jonczak

8222 S.E. Royal Street
Hobe Sound, FL 33455

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ARTICLE VI

Admission of New Members. The Managers of the Company have the right to admit new members. Additional members may be admitted only on the majority consent and approval of the Managers of the Company, and the existing Managers shall determine the amount and nature of contributions to be made by new members at the time the new members are admitted.

ARTICLE VII

Continuation of Business. The remaining members of the Company have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued only on the written consent of a majority of the remaining members.

ARTICLE VIII

Amendment of Articles. These Articles of Organization may be amended in the manner provided by law. Every proposed amendment to these Articles of Organization shall require the approval by the Managing Member, whereupon it shall be proposed to all the Members, and, for adoption, shall require the approval at a Member's meeting by a majority of the members entitled to vote thereon; alternatively, all of the Members may sign a written statement adopting the proposed Amendment to these Articles of Organization.

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ARTICLE XI

Operating Agreement. The Operating Agreement of the Company shall be made, altered or rescinded by a majority vote of the Members of the Company at a meeting of the Members; alternatively, all of the Members may sign a written statement adopting the proposed Operating Agreement or changes thereto.

ARTICLE XII

Preemptive Rights. The Members of the Company shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Members, such membership interests as may be issued for money, or any property or services from time to time, in addition to the present memberships. The preemptive right of any Member is determined by the ratio of the membership interest held by a Member to all membership interests currently outstanding.

ARTICLE XIII

Organizing Manager. The name and address of the initial organizing member, who is a member of the Company, are as follows:

Michael A. Jaeger

248 Kelsey Park Circle
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 15th day of December, 2000 at Stuart, Florida.

Michael A. Jaeger
Michael A. Jaeger

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 15th day of December, 2000 by Michael A. Jaeger. He (please check one of the following) ☒ is personally known to me or ☐ who has produced _____ as identification, and who (please check one of the following) ☐ did or ☐ did not take an oath.

(SEAL)



Maritza Polanco
NOTARY PUBLIC
Print Name: Maritza Polanco
My Commission Expires: 05/04/03

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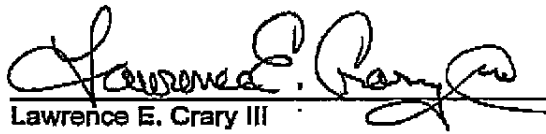
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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in the above Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.



Lawrence E. Crary III
Registered Agent

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