

LO2000008398

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tri County Mining LLC

300005195183--5
-04/05/02--01038--012
***125.00 ***125.00

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
✓ ____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search *Walk ngs or member* _____
____ Driving Record _____
____ UCC 1 or 3 File *not principal* _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

RECEIVED
02 APR -5 AM 11:15
FILED
02 APR -9 PM 2:21
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Art. of Amend.	DCC
UCC 1 Verifier	DCC

Signature

LO20000009664

Requested by: *fw*

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2002

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: TRI COUNTY MINING LLC
Ref. Number: W02000009664

We have received your document for TRI COUNTY MINING LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article V you state that the company will be managed by the principals. Limited Liability Company are either managed by the members as managing members or by the managers. We can not accept principals. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 602A00020202

**ARTICLES OF ORGANIZATION
OF
Tri-County Mining, L.L.C.**

(A Florida Limited Liability Company
pursuant to F.S. 608.401 et seq.)

FILED
02 APR -9 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I

The name and address of the limited liability company is **Tri-County Mining, L.L.C., 2375 North Tamiami Trail, Suite 206, Naples, Collier County, Florida 34103.** This address shall be used as both the principal and mailing address of the company.

ARTICLE II

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State and shall expire on 31 December 2031, unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV

The name and the Florida street address of the registered agent is William L. McDaniel, Jr., 2375 North Tamiami Trail, Suite 206, Naples, Collier County, Florida 34103.

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



William L. McDaniel, Jr.
Registered Agent's Signature

02 APR - 9 PM 2:24
SECRETARY OF
TALLAHASSEE, FLORIDA

FILED

ARTICLE V

The business of the company shall be managed by the ~~manager~~ ^{manager} who shall have the power to make, alter and repeal the Operating Agreement of the company in the manner provided therein. In the event any ~~member~~ ^{member} is not a natural person, then such ~~members~~ ^{members} may designate one or more individuals to represent such ~~members~~ ^{members} in the management of the company.

ARTICLE VI

The initial principals and their addresses are:

- ◆ DJW, L.L.C., a Florida Limited Liability Company, 7000 Big Island Ranch Road,
Naples, Florida 34120
- ◆ Todd H. Lanius, 7000 Big Island Ranch Road, Naples, Florida 34120
- ◆ Tony D. Bowman, 7000 Big Island Ranch Road, Naples, Florida 34120
- ◆ Howard S. Kellam, 7000 Big Island Ranch Road, Naples, Florida 34120

The principals entered into an Agreement dated January 28, 2002 ("Agreement"), which sets forth their duties, rights, obligations and responsibilities. In the event any provision of the Articles or any Operating Agreement is inconsistent with the terms and provisions of the Agreement, the Agreement shall be controlling.

ARTICLE VII

The principals shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII

No other persons or entities may be admitted as a principal of the company without the prior written consent of all principals then existing. No principal may assign, convey or transfer principalship in the company without the prior written consent of each other principal, except as may be provided in the Operating Agreement.

ARTICLE IX

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a principal's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the principals elect to continue the company in accordance with the terms of the Operating Agreement.

ARTICLE X

For federal and state income tax purposes the company intends and elects to be classified as a partnership.

ARTICLE XI

As used herein the term "Majority in Interest" shall mean any group of the principals (excluding any principal who at such time is deemed to be in default in the Operating Agreement) holding an aggregate of more than 50% of the Percentage Interests (as defined in the Operating Agreement) (excluding the entire Percentage Interest of any principal who at such time is deemed to be in default of the Operating Agreement) as determined at the time such Majority in Interest provisions provision applies.

28th IN WITNESS WHEREOF, the principals have executed this instrument this day of February, 2002.

DJW, LLC

By: 

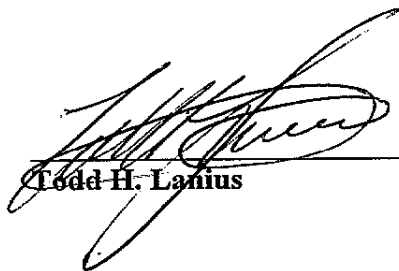
James E. Ivey

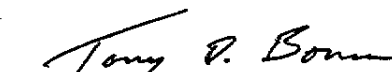
Its: Principal

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CLERK OF STATE
TALLAHASSEE, FLORIDA


Todd H. Lanius


Tony D. Bowman


Howard S. Kellam

ACKNOWLEDGMENT


STATE OF FLORIDA


ss.

COUNTY OF COLLIER

BE IT REMEMBERED, that on this 28th day of February, 2002, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came **William L. McDaniel, Jr.**, who is personally known to me and who executed the foregoing instrument of writing, and such person duly acknowledges the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.

 Dorothy S Broxson
My Commission DD071129
Expires November 08, 2005


Notary Public - State of Florida


Notary Public - Printed Name

My Commission Expires: 11/8/05

02 APR - 9 PM 2:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA

SS. _____

COUNTY OF COLLIER

BE IT REMEMBERED, that on this 28th day of February, 2002, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came **James Ivey**; who is personally known to me and who executed the foregoing instrument in writing, and such person duly acknowledges the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.



Dorothy S Broxson
My Commission DD071129
Expires November 08, 2005

Dorothy S. Broxson
Notary Public - State of Florida

Dorothy S. Broxson
Notary Public - Printed Name

My Commission Expires:

November 8, 2005

FILED

02 APR -9 PM 2:24

CLERK OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA

SS. _____

COUNTY OF COLLIER

BE IT REMEMBERED, that on this 28th day of February, 2002, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came **Todd H. Lanius**, who is personally known to me and who executed the foregoing instrument of writing, and such person duly acknowledges the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal, the day and year last above written.



Dorothy S Broxson
My Commission DD071129
Expires November 08, 2005

Dorothy S. Broxson
Notary Public - State of Florida

Dorothy S. Broxson
Notary Public - Printed Name

My Commission Expires:

November 8, 2005