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Examiner's Initials

ARTICLES OF ORGANIZATION

OF

AGRICYCLE ALLIANCE, LLC

The Articles of Organization following are adopted for the purpose of organizing a Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE I

Name and Address of Company

The name of the limited liability company ("Company") is AgriCycle Alliance, LLC. The Company's street address is Highway 19 South, Monticello FL 32344, and its mailing address is P. 0. Box 993, Monticello FL 32345.

ARTICLE II

Commencement and Duration of Company

The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III

Management

The following person shall serve as the Company's initial manager until the first annual meeting of the membership or until his successor in elected and qualified: Thad Beshears, Route 4 - Box 4188, Monticello FL 32344. Thereafter, the Company will be managed by a manager or managers elected annually, as provided in the Company's regulations.

ARTICLE IV

Admission of Additional Members

Additional members may be admitted to the Company but only if all the current members agree to the admission of the additional members and to the terms of such admission.

CERTIFICATE OF RESIDENT AGENT AND OFFICE DESIGNATION

IN COMPLIANCE with Section 608.415, Florida Statutes, AgriCycle Alliance, Lic. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Highway 19 South, Monticello FL 32344, has named Thad Beshears, as Registered Agent and Highway 19 South, Monticello FL 32344, as the Resident Office.

Executed: May 20, 2002

Company Organizer/Initial Manager

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Company, at the place designated above, I hereby accept the appointment and agree to act in such capacity; and, further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of registered agent.

THAD BESHEARS

Executed: May 20, 2002

REGISTERED AGENT

ARTICLE V

Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, declared insane, becomes bankrupt, is dissolved or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VI

Registered Agent and Office

The name of the Company's initial registered agent is Thad Beshears and the street address of the Company's initial registered office is Highway 19 South, Monticello FL 32344.

ARTICLE VII

Operating Agreement and Regulations

The members of the Company have the power to adopt, alter, amend, or repeal the operating agreement and regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, I execute my signature on this 20th day of May, 2002.

THAD BESHEARS, Organizing Member