Division of Corporations

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Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

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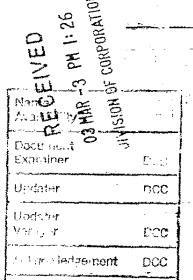
From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES

Account Number : 110450000714 Phone : (850)222-1173

Fax Number

: (850) 224-1640



W. P. Verliver

LIMITED LIABILITY COMPANY

TAR SANDS TECHNOLOGIES, LLC

ARTICLES OF ORGANIZATION OF TAR SANDS TECHNOLOGIES, LLC

ARTICLE I Name

The name of the Limited Liability Company is TAR SANDS TECHNOLOGIES, LLC (the "Company").

ARTICLE II
Address

The mailing address and street address of the principal office of the Company is 1051 Street, and, Suite 309, Hollywood, FL 33021.

ARTICLE III
Duration Park Road, Suite 309, Hollywood, FL 33021.

Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV Management

The Company is to be a manager-managed company and the name and address of the initial managers are:

> A. Paul Shapansky 1051 S. Park Road Suite 309 Hollywood, FL 33021

Michael J. Mann 17702 Crystal Cover Place Lutz, FL 33548

James J. Hazen 1550 Centennial Boulevard Bartow, FL 33830

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ARTICLE VI Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MANAGER:

Mirthm Alfonso, Esq., Authorized

Representativo

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03/03/2003

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608,407 OR 608,415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: TAR SANDS TECHNOLOGIES, LLC
- The name and address of the registered agent and office is: B & C Corporate Services, Inc., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.

B & C Corporate Services, Inc.

Gisela Fasco, Vice President