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Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

Effective Date -
5-27-03

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LIMITED LIABILITY COMPANY

MATTHEWS ENERGY INVESTMENTS, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
MATTHEWS ENERGY INVESTMENTS, LLC

Article II. Address

The Company's street and mailing address is:
MATTHEWS ENERGY INVESTMENTS, LLC
1710 CROSSWINDS LANDING
FT WALTON BEACH FL 32542

Article III. Registered Agent

The name and street address of the Company's registered agent is:
ROBERT MATTHEWS
1710 CROSSWINDS LANDING
FORT WALTON BEACH FL 32542

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

ROBERT MATTHEWS
1710 CROSSWINDS LANDING FT WALTON BEACH FL 32542

Article VI. Company Existence

The Company's existence shall begin effective as of May 27, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on May 27, 2003.



CORPORATE CREATIONS INTERNATIONAL INC.
Karla Sarria Vice President
by V. Cine as attorney-in-fact

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Miami Beach FL 33139
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

MATTHEWS ENERGY INVESTMENTS, LLC

REGISTERED AGENT/OFFICE:

**ROBERT MATTHEWS
1710 CROSSWINDS LANDING
FORT WALTON BEACH FL 32542**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ROBERT MATTHEWS
by V. Cine as attorney-in-fact

Date: May 27, 2003

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