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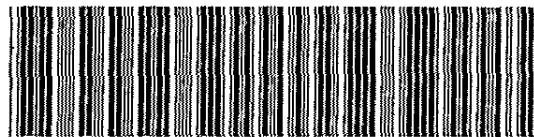
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SECRETARY OF STATE
TALLAHASSEE, FL

FLORIDA EARTH WORKS, LLC

7084 REMINGTON RD BROOKSVILLE, FLORIDA 34602

Phone: (352) 796-4440 Toll Free: (866) 675-4440 Fax: (352) 796-3444

June 4, 2004

To Whom It May Concern:

Our mailing address and our phone number is stated above.

Thank You,



Stephen Smith
Owner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FLORIDA EARTH WORKS, LLC

(Present Name)

(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization as 30/2004

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

REMOVAL OF THOMAS SCHUMAKER AS AN ORGANIZATION MEMBER AND ADD
STEPHEN MACK WHO RESIDES AT 2468 JACQUELINE RD., BROOKSVILLE, FLORIDA 34613

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SECRETARY OF STATE
TALLAHASSEE, FL

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Dated 6/4/2004



Signature of a member or authorized representative of a member

Stephen Smith

Typed or printed name of signee

Filing Fee: \$25.00

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

The Name of the Limited Liability Company will be

FLORIDA EARTH WORKS, L.L.C.

ARTICLE II

The mailing address and street address of the principle office of the Limited Liability Company is:

Mailing Address: 7084 Remington Road, Brooksville, Fl. 34602

Physical Address: 7084 Remington Road, Brooksville, Fl. 34602

ARTICLE III

The name and Florida street address of the registered agent are:

Stephen Smith
7084 Remington Road
Brooksville, Fl. 34602
Tel: (352) 754-9270

ARTICLE IV

This Limited Liability Company is formed pursuant to Section 608.401, et. seq., of the Florida Statutes and is cited as the "Florida Limited Liability Act."

ARTICLE V

This Limited Liability Company is formed for the purpose of performing excavation, grading, and preparing sites for construction. No other ventures inconsistent with the foregoing are contemplated or implied.

ARTICLE VI

This Limited Liability Company is formed to be member managed and consists of two (2) members, namely, THOMAS SCHUMAKER, who resides at 7084 Remington Road, Brooksville, Florida 34602, and STEPHEN SMITH, who resides at 7084 Remington Road, Brooksville, Florida 34602. However, additional members may be added pursuant to the terms of the Operating Agreement established by the Limited Liability Company.