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McFarlain & Cassidy, P.A.
(Requestor's Name)

305 S. Gadsden St.
(Address)

(Address)

Tallahassee, FL 32303 222-2107
(City/State/Zip/Phone #)

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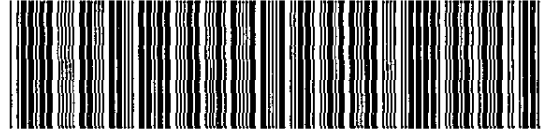
(Business Entity Name)

(Document Number)

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FROM THE DESK OF
TERRELL C. MADIGAN
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May 10, 2004

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Classical Gas I, LLC

Dear Sir/Madam:

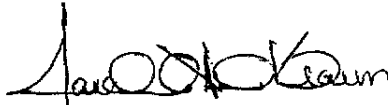
Enclosed for filing are the following original documents:

1. Articles of Organization of Classical Gas, LLC;
2. Classical Gas I, LLC, Affidavit of Membership and Contributions; and
3. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed are additional copies of the documents. Please file-stamp each document and call me when they are ready to be picked up. Thank you for your cooperation.

Sincerely,

McFARLAIN & CASSEDY, P.A.



Terrell C. Madigan

TCM/jnb

Enclosures

**ARTICLES OF ORGANIZATION
OF
CLASSICAL GAS I, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be CLASSICAL GAS I, LLC, ("company").

ARTICLE II – ADDRESS

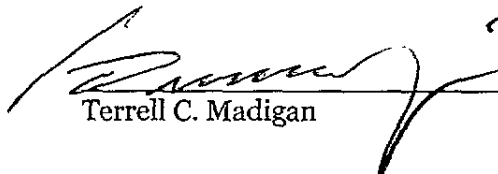
The mailing address of the company is c/o Terrell C. Madigan, Attorney, 305 South Gadsden Street, Tallahassee, Florida 32301.

The street address of the principal office of the company is 242 Ridge Drive, Naples, FL 34108.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are Terrell C. Madigan, Attorney, 305 South Gadsden Street, Tallahassee, Florida 32301.

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 obligations of my position as registered agent as provided for in Chapter 608, F.S.


Terrell C. Madigan

ARTICLE IV - DURATION

This company has perpetual existence.

ARTICLE V - PURPOSE

This limited liability company is organized to conduct all lawful purposes allowed under the

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Florida Limited Liability Company Act, except that of banking and insurance.

ARTICLE VI – MANAGEMENT AND STATEMENT OF SOLE MEMBER LLC

Notice. "Member," Matt Butler of 242 Ridge Drive, Naples, Florida 34108, is the sole member of this Company.

Rights and Duties, Management This entity shall be managed by the sole member. The sole member is the company's agent and has full, binding authority to undertake all actions, including incurring debt, entering contracts, and acquiring and transferring property on behalf of the entity.

No Fiduciary Duty. The member shall have no fiduciary duties of loyalty or otherwise with respect to the company, except for that as mandated and required by the Florida Limited Liability Company Act.

Transfer of Ownership Interest. The sole member may sell, hypothecate, pledge, assign or otherwise voluntarily dispose of, during the member's lifetime or upon death, any part or all of his membership Interest in the entity to any other person. If the sole member transfers his entire membership Interest, the transferee(s) shall become a member without any further action, unless the sole member and the transferee agree otherwise.

Restriction on Activities. It is the express and specific intent of the single member that nothing contained in these Articles of Organization or any Operating Agreement shall be construed to limit in any manner the sole member or his respective agents, servants, and employees, in carrying out his separate businesses or activities.

Not for Benefit of Creditors. The provisions contained herein are intended only for the operation of the Company by and between the sole member and the company. Statements in these Articles of Organization or any Operating Agreement are expressly and specifically not intended for the benefit of creditors and do not grant any rights to or confer any benefits on creditors or any other person not a member of the company.

Authorization to Act. Any person dealing with the company may rely upon a

statement or document signed by the single member or the manager of this company as to:

- (1) the identity of the manager or member;
- (2) the existence or non-existence of any fact or facts which constitute conditions precedent to acts by the manager or in any other manner are germane to the affairs of the entity;
- (3) the persons who are authorized to execute and deliver any instrument or document of the entity; or,
- (4) any act or failure to act by the entity or as to any other matter whatsoever involving the entity, the manager or the sole member.

Transfer of Interest. Admission of Additional Members

A member may dispose of all or any portion of his membership Interest in the company. If the single member transfers his entire membership Interest, then the transferee shall be admitted as a new member upon completion of the transfer without further action and shall thereafter be the single member for purposes of these Articles of Organization and any Operating Agreement. The single member may admit additional members and determine the ownership Interest and capital contribution of each.

If this entity ever has more than one member then these Articles of Organization and any Operating Agreement may be revised to address the relative rights and obligations of the members and the change of status for income tax purposes.

Separate Entity. Classical Gas, I, LLC, is a separate entity from its sole member. The sole member and the managers, if any, shall take every reasonable measure to ensure the following:

- (1) to the extent reasonably practicable, to identify the company as an LLC in all writings containing its name, including, without limitation, company stationery, invoices, business cards and checks;
 - (2) the company's financial records shall be separate and distinct from those of the member;
- and,
- (3) there shall be no commingling of the funds of the company, the member, and any manager.

ARTICLE VII - CAPITALIZATION

The capital contribution of the member has an agreed value of \$ 10,000. Additional capital contributions may be contributed only upon the unanimous vote of the members, and never can an additional capital contribution be required at the request of non-member third parties.

ARTICLE VIII - INDEMNIFICATION

This company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

- [a] Conducted himself/herself/itself in good faith;
- [b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interests; and
- [c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

ARTICLE IX - CONTINUITY

The members of this limited liability company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in this limited liability company

IN WITNESS WHEREOF, the sole member has made and subscribed these articles of organization at Naples, Collier County, Florida, on May 7th, 2004.



Matt Butler

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to and subscribed before me this May 1st, 2004 by Matt Butler, who is ☒ personally known to me OR ☐ produced identification.

Type of identification produced: _____



Notary Public -- State of Florida



Philip J. Lolacano
My Commission DD198023
Expires April 18, 2007