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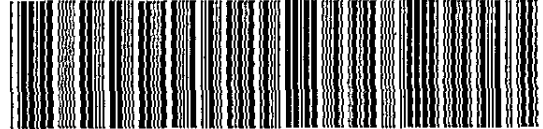
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 30 PM 1:07

APPROVED
AND
FILED

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

December 27, 2005

Nancy A. Richman
Pedro L. Abreu
OF COUNSEL
Martin E. Segal, P.A.

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: EARLE BROTHERS, L.L.C.
Our File No. 8379-28

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith an original fully executed and notarized Articles of Organization, together with our firm check in the amount of \$155.00.

Please have this original copy of the Articles of Organization filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	<u>25.00</u>
TOTAL	\$155.00

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:jmg
Enclosures

cc: Mr. William D. Earle
Mr. George W. Earle, II

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AND
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**ARTICLES OF ORGANIZATION OF
EARLE BROTHERS, LLC**

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The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, does hereby certify as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: The name of said limited liability company shall be **Earle Brothers, LLC**.
- SECOND: **Earle Brothers, LLC** shall exist in perpetuity.
- THIRD: Copies of the Operating Agreement of **Earle Brothers, LLC** may be obtained from the Manager at **412 Woodcrest Road, Key Biscayne, Florida 33149** which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of **Earle Brothers, LLC** shall be the same.
- FOURTH: The purposes for which **Earle Brothers, LLC** is formed are:
- A. Engaging in any and all phases of the business of purchasing , owning, leasing, renting, using, selling and transferring heavy construction, earth moving and excavation equipment on its own account.
 - B. Engaging in such other lawful acts or activities for which limited liability companies may be formed under Section 608.405, Florida Statutes.
- FIFTH: The maximum number of ownership units which **Earle Brothers, LLC** is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.
- SIXTH: **Earle Brothers, LLC** desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office at 2655 LeJeune Road, Suite 1101, Miami-Dade County, Coral Gables, Florida, 33134 and has named **CHARLES P. SACHER** as its initial Registered Agent who is located at such address.
- SEVENTH: The name and street address of the subscriber to these Articles of Organization of **Earle Brothers, LLC** is as follows:

NAME
CHARLES P. SACHER

ADDRESS
2655 LeJeune Rd., Suite 1101
Coral Gables, FL 33134

EIGHTH: The business of this limited liability company shall be conducted by multiple **Managers** in accordance with the Operating Agreement.

The name and street address of the initial **Manager**, who shall hold office for the first year of its existence or until their successors are elected and qualified is as follows:

NAME

William D. Earle

ADDRESS

412 Woodcrest Road
Key Biscayne, Florida 33149

George W. Earle, II

375 W. Enid Drive
Key Biscayne, Florida 33149

In accordance with the provisions of §608.409, the effective date of existence is specified to be December 23, 2005, so long as these Articles of Organization are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 28TH day of December, 2005.

Charles P. Sacher (SEAL)

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared CHARLES P. SACHER, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 28TH day of December, 2005.

My commission expires:



Jennifer M. Gonzalez
Notary Public, State of Florida at Large

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for **SBR/Victoria Energy, LLC**, at the place designated in Section SIXTH of the attached Articles of Organization, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)
Charles P. Sacher, Registered Agent

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