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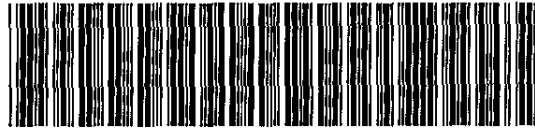
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Mid Point Underground LLC

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- ☒ Cert. Copy
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- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
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- ___ Fictitious Owner Search
- ___ Vehicle Search
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- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

Signature

Requested by:

Name SP Date 5/17/06 Time 9:34

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**ARTICLES OF ORGANIZATION
OF
MIDPOINT UNDERGROUND LLC**

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

ARTICLE I - Name

The name of the Limited Liability Company is:

Midpoint Underground LLC

ARTICLE II - Address

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

1423 SW 44th Street
Cape Coral, FL 33914

**ARTICLE III - Registered Agent, Registered Office
and Registered Agent's Signature**

The name and the Florida street address of the registered agent are:
MICHAEL F. KAYUSA, ESQUIRE
1922 Victoria Avenue
Fort Myers, FL 33901

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


Registered Agent

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ARTICLE IV - Duration

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE V - Capital Contributions

The members of the company shall contribute to the capital of the company:

50% Timothy J. Wise, Member
50% M. Elizabeth Wise, Member

ARTICLE VI - Additional Capital Contributions

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII - Admission of New Members

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company.

ARTICLE VIII - Members' Right to Continue Business

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or in the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX - Management

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company.

These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

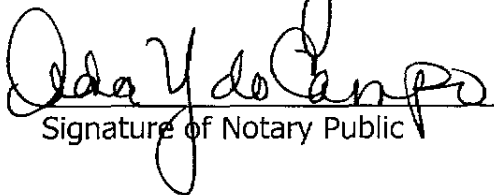
<u>NAME</u>	<u>ADDRESS</u>
Timothy J. Wise	1423 SW 44 th Street Cape Coral, FL 33914
M. Elizabeth Wise	1423 SW 44 th Street Cape Coral, FL 33914

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lee County, Florida, on this 15th day of May, 2006.


Member

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 15th day of May, 2006, by,
TIMOTHY J. Wise who is personally known to me.


Signature of Notary Public

Printed Name of Notary Public

My Commission Expires:

