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# Florida Department of State

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To:

Division of Corporations

: (850)205-0383 Fax Number

From:

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053 : (305)672-0686 : (305)672-9110 Fax Number

# FLORIDA/FOREIGN LIMITED LIABILITY CO.

Sierra Asphalt Roofing Company, LLC

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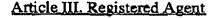
## ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is: Sierra Asphalt Roofing Company, LLC

#### Article II. Address

The Company's street and mailing address is: Sierra Asphalt Roofing Company, LLC 1385 County Road 25A North Lake City FL 32055



The name and street address of the Company's registered agent is:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES 08/11/06

## 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.

I FL Bar Member
Howard B. Senlor, III, P.A.
1 Datran Tower
9100 South Dadeland Boulevard, Suite 1104
Miami FL 33156
305-670-2525

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### Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

### Article VI. Management

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

HIGH SIERRA TERMINALING, LLC 3773 Cherry Creek Drive North Suite 655 Denver CO 80209 MATCON TERMINALS, LLC 6324 N.W. 97 Ave Doral FL 33178



## Article VII. Company Existence

The Company's existence shall begin effective as of 8/11/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 8/11/2006.

CORPORATE CREATIONS INTERNATIONAL INC.

Taide Batz Vise President

I FL Bar Member Howard B. Senior, III, P.A. 1 Datran Tower 9100 South Dadeland Boulevard, Suite 1104 Miami FL 33156 305-670-2525

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# STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Sierra Asphalt Roofing Company, LLC

**REGISTERED AGENT/OFFICE:** 

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES



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.

CORPORATE CREATIONS NETWORK INC.

Taide Raez, Vice President

Date: 8/11/2006.

1 FL Bar Member Howard B. Senior, III, P.A. 1 Datran Tower 9100 South Dadeland Boulevard, Suite 1104 Miaml FL 33156 305-670-2525

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