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FORT GEOTHERMAL, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FORT GEOTHERMAL, LLC**

Fort Geothermal, LLC, a limited liability company organized under the laws of the State of Florida (the "Company"), in accordance with Section 608.411 of the Florida Statutes, desiring to amend and restate its Articles of Organization, does hereby certify:

- FIRST:** The Articles of Organization of the Company were filed with the Secretary of State of Florida on April 9, 2007.
- SECOND:** These Amended and Restated Articles of Organization were adopted by the Company and the Articles of Organization are hereby restated and amended as follows:

I. NAME

The name of the limited liability company is FORT GEOTHERMAL, LLC (the "Company").

II. PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

III. ADDRESS

The mailing address and street address of the principal office of the Company in Florida is 801 Brickell Avenue, Suite 100, Miami, Florida 33131.

IV. REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Richard J. Razook, Esq., Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

V. MANAGERS

The name and address of each Manager is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager (MGR)	Bernardo Fort 801 Brickell Avenue, Suite 100 Miami, Florida 33131
Manager (MGR)	Laurinda Spear 801 Brickell Avenue, Suite 100 Miami, Florida 33131

VI. ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 or become a member unless the members of the Company approve of the proposed transfer as provided in and subject to the regulations.

VII. MANAGEMENT

The Company shall be managed by the managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned manager of the Company has executed these Amended and Restated Articles of Organization as of May 24 2007.

By: 
Bernardo Fort, Manager

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That **FORT GEOTHERMAL, LLC**, desiring to organize under the laws of the State of Florida, has named Richard J. Razook, Esq., whose offices are located at Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 21 day of May, 2007.


RICHARD J RAZOOK

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