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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Carbon Partners, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
CARBON PARTNERS, LLC.**

1. **NAME.** The name of this Limited Liability Company (the "Company") is **CARBON PARTNERS, LLC.**

2. **PURPOSE.** The purpose for which the Company is organized is:

The transaction of any and all lawful business for which a limited liability company may be organized under the laws of the State of Florida.

3. **DURATION.** The Company shall terminate on December 31, 2047, unless dissolved sooner in accordance with these Articles of Organization, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Organization.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of the Company is 11023 Gatewood Drive, Suite 103, Bradenton, FL 34211, and the name of the initial registered agent of the Company at that address is Frederick J. Murrell. The principal business address of the Company is 11023 Gatewood Drive, Suite 103, Bradenton, FL 34211.

5. **MANAGERS.** The Company shall be managed by two managers, initially. The number of managers may be increased or diminished from time to time, by the members, but shall never be less than one. The managers shall be elected annually in accordance with regulations adopted by the members for the management of the Company.

6. **INITIAL MANAGERS.** The name and street address of each initial manager who shall hold office until the first annual members' meeting or until a successor has been elected and qualified are:

<u>Name</u>	<u>Address</u>
Frederick J. Murrell	11023 Gatewood Drive, Suite 103 Bradenton, FL 34211
Robert Lewis	11023 Gatewood Drive, Suite 103 Bradenton, FL 34211

7. **INITIAL OFFICERS.** The names of the officers of the Company, who must also be managers and who shall hold office until the first meeting of the managers following the first annual members' meeting or until their successors have been elected and qualified, are as follows:

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President - Frederick J. Merrill

Vice-President - Robert Lewis


Secretary - Robert Lewis

Treasurer - Robert Lewis

8. **ADMISSION OF NEW 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 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 affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

9. **TERMINATION OF EXISTENCE.** The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 the consent of all the remaining members, provided that there are at least two remaining members.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on April \_\_\_\_, 2007.

  
\_\_\_\_\_  
Frederick J. Merrill

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**ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT**

I hereby accept the designation as resident agent of the above Company and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.

  
Resident Agent

FORM 004 (REV. 01-01-00) FLSA 004.004

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