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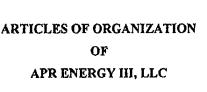
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INTERPRETATIONS
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CORPDIRECT AGENTS, INC. (formerly CCRS) 515 EAST PARK AVENUE TALLAHASSEE, FL 32301 222-1173 OT HE OM SOL FILING COVER SHEET ACCT, #FCA-14 **CONTACT: TRACY SPEAR** DATE: 07/20/07 **REF. #:** 000855.71861 CORP. NAME: APR ENERGY III, LLC () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION () ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME () FOREIGN QUALIFICATION () LIMITED PARTNERSHIP (XX) LIMITED LIABILITY () REINSTATEMENT () MERGER () WITHDRAWAL () CERTIFICATE OF CANCELLATION () OTHER: STATE FEES PREPAID WITH CHECK# 522198 FOR \$ 155.00 AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: COST LIMIT: \$__ PLEASE RETURN: (XX) CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY () CERTIFICATE OF STATUS

Examiner's Initials



ALLAHASSEE, FLORION

The undersigned, acting as the organizing member of APR ENERGY III, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statues, adopts, the following Articles of Organization for the limited liability company (the "Company").

ARTICLE I Name

The name of the limited liability company is APR ENERGY III, LLC (the "Company").

ARTICLE II Principal Office and Mailing Address

The mailing address and street address of the principal office of the Company is: APR ENERGY III, LLC, 13901 Sutton Park Drive, Suite 330, Jacksonville, FL 32224.

ARTICLE III Registered Agent, Office & Registered Agent's Signature

The name and the street address of the registered agent shall be:

Gregory E. Matton, Esquire Broad and Cassel 100 N. Tampa Street, Suite 3500 Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above stated 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, Florida Statutes.

GREGORY E. MATTON

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ARTICLE IV Organizing Member

The name and address of the authorized representative of the Company executing these Articles of Organization is John Campion, 13901 Sutton Park Drive, Suite 330, Jacksonville, FL 32224.

ARTICLE V Management

The Company shall be a member-managed company.

IN WITNESS WHEREOF the undersigned Authorized Representative has executed these Articles of Organization as of the 18th day of July 2007.

APR Energy, Ltd.

By: APR Holdings, LLC Its: Sole Shareholder

John Campion

Its Chief Executive Officer

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