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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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TALLAHASSEE, FLORIDA

CONTACT: TRACY SPEAR

DATE: 07/20/07

REF. #: 000855.71861

CORP. NAME: APR ENERGY III, LLC

- | | | |
|------------------------------------------------------|-------------------------------------------------|-------------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 522198 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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ARTICLES OF ORGANIZATION
OF
APR ENERGY III, LLC

The undersigned, acting as the organizing member of APR ENERGY III, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, 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

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

By: 
John Campion
Its: Chief Executive Officer