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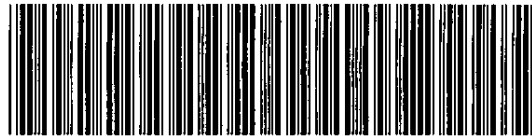
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KIRSCHNER & LEGLER, P.A. ATTORNEYS AT LAW

November 13, 2007

Via 2nd Day Federal Express

Florida Department of State
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended and Restated Articles of Organization
Wharfside Energy Partners II, LLC

Ladies & Gentlemen:

We enclose Amended and Restated Articles of Organization for filing with your office together with our check in the amount of \$25.00 to cover the filing fee.

Sincerely,



Cindy M. Mullennix,
Assistant to Mitchell Legler

Enclosure

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
WHARFSIDE ENERGY PARTNERS II, LLC
(L07000102332)**

Pursuant to Section 607.0602, Florida Business Corporation Act, **WHARFSIDE ENERGY PARTNERS II, LLC**, a Florida limited liability company (the "Company") hereby certifies that the following Amended and Restated Articles were duly adopted by the Board of Directors of the Corporation (the "Board") on October 8, 2007, and were, on that date, ratified and approved by the shareholders of the Corporation in restatement and substitution for the prior Articles of Organization of the Company (the "Existing Articles of Organization").

Accordingly, the existing Articles of Organization are hereby restated in their entirety to read as follows:

**ARTICLES OF ORGANIZATION
OF**

WHARFSIDE ENERGY PARTNERS II, LLC

In accordance with the provisions of the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, (the "Act") the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of a Member of the Company hereby certifies as follows:

ARTICLE I -- NAME

The name of the limited liability company is **WHARFSIDE ENERGY PARTNERS II, LLC** (the "**Company**").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company in the State of Florida is 300A Wharfside Energy Partners II, LLC.

ARTICLE III -- REGISTERED AGENT & OFFICE

The name and address of the Company's registered agent is Mitchell W. Legler, 300A Wharfside Way, Jacksonville, Florida, 32207. The Company may designate another registered agent at any time.

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ARTICLE IV -- MANAGEMENT

The Company shall be managed by a Board of Directors and officers elected by the Board of Directors all as provided in the Limited Liability Company Operating Agreement of the Members. This Company is not managed by one or more managers and is therefore not a manager-managed company.

ARTICLE V -- OWNERSHIP

Ownership interests in the Company by its Members shall be held in Shares which shall be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of Shares are restricted by the terms of the Limited Liability Company Operating Agreement among the Members of the Company.

The management, operation and ownership of the Company shall be governed by a Limited Liability Company Operating Agreement, the power to adopt, alter amend or repeal which shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 9th day of October, 2007, and, in accordance with section 608.408, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.



MITCHELL W. LEGLER

ACCEPTANCY BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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.



MITCHELL W. LEGLER

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