

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000122132
FILED 8:00 AM
December 10, 2007
Sec. Of State
dbruce

Article I

The name of the Limited Liability Company is:

FLORIDA CARBON OFFSETS, L.L.C

Article II

The street address of the principal office of the Limited Liability Company is:

6622 NW 52ND TERRACE
GAINESVILLE, FL. US 32653

The mailing address of the Limited Liability Company is:

6622 NW 52ND TERRACE
GAINESVILLE, FL. US 32653

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS. SPECIFICALLY, FLORIDA CARBON
OFFSETS, LLC, IS A CONSULTING FIRM ADVISING THE FORESTRY
AND AGRICULTURAL COMMUNITIES IN THE DEVELOPMENT OF CLIMATE
MITIGATION PROJECTS CAPABLE OF PARTICIPATING IN CARBON
MARKETS.

Article IV

The name and Florida street address of the registered agent is:

STEPHEN S MULKEY PHD
6622 NW 52ND TERRACE
GAINESVILLE, FL. 32653

Having been named as registered agent and to accept service of process
for the above stated limited liability 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.

Registered Agent Signature: STEPHEN S. MULKEY

Article V

The name and address of managing members/managers are:

Title: MGR
STEPHEN S MULKEY PHD
6622 NW 52ND TERRACE
GAINESVILLE, FL. 32653 US

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Article VI

The effective date for this Limited Liability Company shall be:

12/10/2007

Signature of member or an authorized representative of a member

Signature: STEPHEN S. MULKEY