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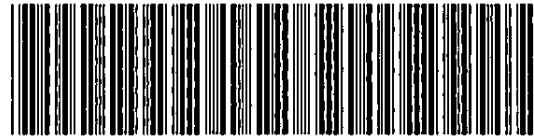
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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T. CLINE

FEB 21 2008

EXAMINER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 FEB 20 AM 10:04

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 12, 2008

JOHN T. BROWN
126 NE EGLING PARKWAY
FORT WALTON BEACH, FL 32548

SUBJECT: WASTE ENERGY OF NW FL, LLC
Ref. Number: W08000007501

We have received your document for WASTE ENERGY OF NW FL, LLC and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 408A00009118

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER
FOR LIMITED LIABILITY COMPANY**

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Waste Energy of NW FL, LLC

Enclosed is an original and one copy of the articles of organization and a check for:

| | | | |
|----------------|--------------|----------------|-------------------|
| <u>X</u> \$285 | ___ \$293.75 | ___ \$337.50 | ___ \$346.25 |
| Filing Fee | Filing Fee, | Filing Fee, | Filing Fee, |
| and Regis- | Registered | Registered | Registered |
| tered Agent | Agent Desig- | Agent Desig- | Agent Desig- |
| Designation | nation, and | nation and | nation, Certified |
| | Certificate | Certified Copy | Copy, and |
| | | Certificate | |

From:

John T. Brown, Esquire
126 NE Eglin Parkway
Fort Walton Beach, Florida 32548

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF

WASTE ENERGY OF N.W. FL, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Waste Energy of N.W. FL, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 102 Sunset Lane, Shalimar, Florida 32579.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is J2 Development, LLC, 102 Sunset Lane, Shalimar, Florida 32579.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in **Exhibit "A"**

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII -- 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 on such terms and conditions as shall be 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 and 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.

ARTICLE VIII -- TERMINATION OF EXISTENCE

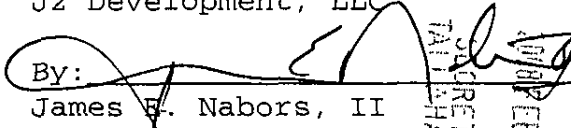
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.


ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is J2 Development, LLC.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fort Walton Beach, Florida on February 6, 2008.

J2 Development, LLC

By: 
James E. Nabors, II
Managing Member

By: 
James E. Nabors, III
Managing Member

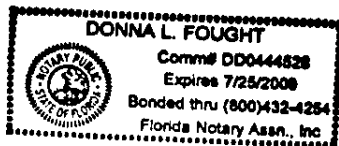
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CLERK OF DISTRICT COURT
TALLAHASSEE
FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO and subscribed before me this 6 day of February, 2008, by James E. Nabors, II and James E. Nabors, III, as Managing Members of J2 Development, LLC, who are personally known to me or who have produced the identification identified below:

☒ To me personally known
☐ Identified by Driver's License Number _____
issued by the State of _____.

Donna L. Fought
Notary Public -- State of Florida
.....(name, typed or printed).....



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of WASTE ENERGY OF N.W. FL, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

J2 Development, LLC

By: 

James E. Nabors, II
Managing Member

By: 

James E. Nabors, III
Managing Member

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TALLAHASSEE, FLORIDA