

## Florida Department of State

Division of Corporations  
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## From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****ZERO ENERGY AMERICA, LLC**

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MAY 05 2008

**EXAMINER**

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**ARTICLES OF ORGANIZATION  
OF  
ZERO ENERGY AMERICA, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I**  
**Name**

The name of this Company shall be: ZERO ENERGY AMERICA, LLC.

**ARTICLE II**  
**Place of Business**

The principal place of business and mailing address of this Company shall be 700 NW 107<sup>th</sup> Avenue, Suite 400, Miami, Florida 33172, and such other place or places as may be designated by the manager from time to time.

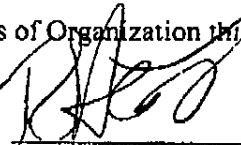
**ARTICLE III**  
**Registered Agent and Office**

The initial registered agent for this Company shall be Rebecca L. Heist, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE IV**  
**Management of Business**

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this 2<sup>nd</sup> day of May, 2008.



REBECCA L. HEIST,  
authorized representative

**Prepared By:**  
Rebecca L. Heist, Esquire  
Johnson, Pope, Bokor, Ruppel & Burns, LLP  
911 Chestnut Street  
Clearwater, Florida 33756  
(727) 461-1818  
Bar No. 0674591

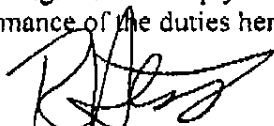
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**CERTIFICATE OF DESIGNATION**  
**AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: May 2, 2008



REBECCA L. HEIST

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