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From:

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FLORIDA/FOREIGN LIMITED LIABILITY CO.**K2O Resources, LLC**

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**ARTICLES OF ORGANIZATION
OF
K₂O RESOURCES, LLC**

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be K₂O Resources, LLC.

ARTICLE II

Address

The principal office address for the limited liability company shall be 412 Paw Paw Lane, Village Mills, Texas 77663, and the mailing address for the limited liability company shall be Post Office Box 264, Village Mills, Texas 77663.

ARTICLE III

Registered Office and Agent

The street address of the initial registered office of the limited liability company shall be 305 South Boulevard, Tampa, Florida 33606, and the name of its initial registered agent at such address shall be Alfred A. Colby.

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ARTICLE IV

Duration

The limited liability company shall have perpetual existence commencing on June 24, 2008.

ARTICLE V

Purpose

The general purpose of this limited liability company shall be to transact any and all lawful business for which limited liability companies may be organized under Florida law.

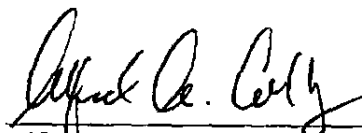
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ARTICLE VI
Management

This limited liability company shall be managed by a manager and is, therefore, a manager-managed company.

The undersigned has executed these Articles of Organization this 24th day of June, 2008.



Alfred A. Colby, as authorized
representative of a member

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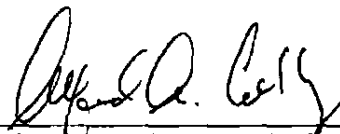
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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with the provisions of Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

That K₂O Resources, LLC, desiring to organize under the laws of the State of Florida, has named Alfred A. Colby, 305 South Boulevard, Tampa, Florida 33606, as its agent to accept service of process within the State of Florida.

DATED on this 24th day of June, 2008.

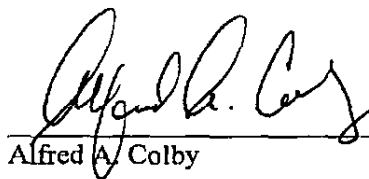


Alfred A. Colby, as authorized
representative of a member

ACCEPTANCE

Having been named to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED on this 24th day of June, 2008.



Alfred A. Colby

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TALLAHASSEE, FLORIDA

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