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DIVISION OF CORPORATIONS

No. 1997

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : I19990000260
Phone : (904) 739-9747
Fax Number : (904) 739-9748

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Phoenix BioEnergy, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

J. BRYAN

JUN 27 2008

EXAMINER

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
PHOENIX BIOENERGY, LLC

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The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, do hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be "Phoenix BioEnergy, LLC."

ARTICLE 2.0

The duration of the company shall be forty (40) years.

ARTICLE 3.0

The primary purpose for which the Limited Liability Company is organized is to engage in the manufacture, sale and licensure of auger combustors and other technologies for bioenergy applications. The company may also engage in any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal office and the mailing address of the Limited Liability Company shall be 12794 Burning Tree Lane West, Jacksonville, FL 32223.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members and Managers of the Limited Liability Company.

ARTICLE 6.0

The Limited Liability Company shall be managed by one or more Managers and the name and address of the initial Manager are as follows:

Robert Clark Tyer
12794 Burning Tree Lane West
Jacksonville, FL 32223

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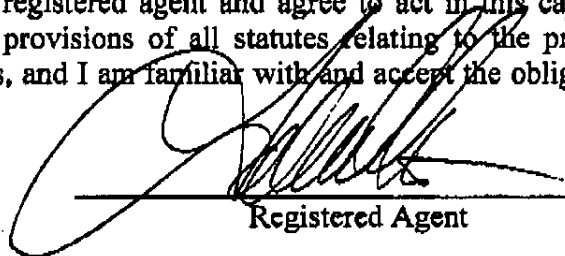
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Phoenix BioEnergy, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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

Dated: June 26, 2008

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ARTICLE 7.0

A Member may not withdraw its interest in the Company and receive a Distribution of its interest in the company except as provided in the Operating Agreement. A Member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended.

ARTICLE 8.0

The Company may make distributions to its Members as directed by the Managers. Unless otherwise unanimously agreed by all of the Members and Managers, all distributions to Members shall be made to Members pro rata in accordance with their respective percentage ownership in the Company.

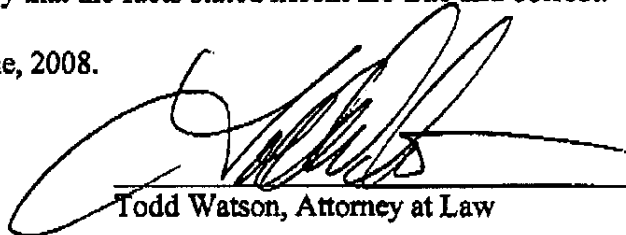
ARTICLE 9.0

Unless expressly prohibited by Florida law, the Company shall indemnify and hold harmless any Member or Manager from and against any and all claims, demands, costs, expenses, and legal fees against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

EXECUTION

Todd Watson, Attorney at Law, as the authorized representative of the Company, declares under penalties of perjury that the facts stated herein are true and correct.

Dated this 26th day of June, 2008.



Todd Watson, Attorney at Law

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