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DIVISION OF CORPORATIONS
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J. BRYAN

AUG 26 2008

EXAMINER

**Arnall
Golden
Gregory LLP**

Direct phone: 404.870.5664
Direct fax: 404.870.5665
E-mail: isadora.harper@agg.com
www.agg.com

August 22, 2008

VIA FEDEX

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Re: Sharpe Carbon, LLC
Client-Matter No. 23391.1

Dear Sir or Madam:

Enclosed please find the following with regard to the formation of Sharpe Carbon, LLC:

- (1) Two Articles of Organization; and
- (2) A check in the amount of \$155 payable to the Florida Department of State.

Please return a certified copy of the filing to my attention. Contact me with any questions you may have.

Sincerely,



Isadora L. Harper
Corporate Paralegal

Enclosures

cc: Sean P. Fogarty, Esq.

2449436v1

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Sharpe Carbon, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

875 Taft Court
Palm Beach Gardens, FL 33410

Mailing Address:

875 Taft Court
Palm Beach Gardens, FL 33410

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Sharpe, James

Name

875 Taft Court


Florida street address (P.O. Box **NOT** acceptable)

Palm Beach Gardens, FL 33410

City, State, and Zip

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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 as provided for in Chapter 608, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Sharpe, James

875 Taft Court

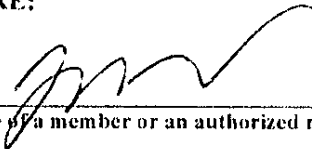
Palm Beach Gardens, FL 33410

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JAMES SHARPE

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)