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T. CLINE

OCT 30 2008

EXAMINER

MARCO POLO, COLUMBUS & FERRARI

P. O. Box 22887, Lake Buena Vista, FL 32830

Office of the Trustee.
Nelson Ying, Trustee

TRANSMITTAL LETTER

To: Registration Section
Division of Corporation

October. 28, 2008

SUBJECT: GOOD EARTH VENTURES, LLC

Dear Sir:

The enclosed Article of Organization (plus one additional copy for each LLC for certification) and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ms. Cynthia Yu, CAO,
Marco Polo Columbus & Ferrari
9101 S.R. 535,
Orlando, Florida 32836

For further information concerning this matter, please fax or call either:

Dr. Nelson Ying, Sr., Trustee
Fax: 407-876-5783
Tel: 407-876-1793

One check for \$160 is enclosed to cover, for this LLC: A) Filing; B) Certificate of Status; C) Certified Copy.

A Fed Ex envelope (with Fed Ex fees to be paid by us, the recipient) is also enclosed for you to return all three LLC certificate etc to us. Thank you.

Very truly your,
MARCO POLO COLUMBUS and FERRARI



Nelson Ying, Sr., Trustee

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
of

GOOD EARTH VENTURES, LLC.
A Florida Limited Liability Company

The undersigned, for the purpose of forming a Limited Liability Company, pursuant to and by virtue of Chapter 608.407 of Florida, hereby adopts the following Articles of Organization.

ARTICLE I – NAME

The name of the Company is GOOD EARTH VENTURES, LLC (“LLC” or “Company”)

ARTICLE II - ADDRESS

Company address is: c/o Marco Polo Columbus & Ferrari, 9101 S.R. 535, Orlando, Florida 32836

Mailing address is: P.O.Box 22887, Lake Buena, Vista, FL 32830

ARTICLE III - RESIDENT AGENT and REGISTERED OFFICE

The name of the initial resident agent and the initial address of the registered office where process may be served in the State of Florida is Jian Huang Yang at c/o Marco Polo Columbus & Ferrari, 9101 S.R. 535, Orlando, FL 32836.

ARTICLE IV – MANAGER, MANAGING MEMBER and ORGANIZER

The name and address of the initial Manager (mgr) or Managing Member (mgrm) is/are:

DR. NELSON YING, SR., Box 22887, Lake Buena Vista, FL 32830 Mgr

The name and address of the organizer signing these Articles of Organization is:

DR. NELSON YING, SR., Box 22887, Lake Buena Vista, FL 32830

ARTICLE V - TERM and CONTINUANCE OF COMPANY BUSINESS

The period of duration for the Limited Liability Company is perpetual.

Upon the consent of a majority in interest of all the remaining members, the business of the Company shall continue on the death, insanity, retirement, resignation, expulsion, bankruptcy or dissolution of an individual member or occurrence of any other event which terminates the continued membership of a member in the Company.

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ARTICLE VI – MEMBER

The name and address of the initial sole Member of the Company is as follows:

NELSON YING SR., PB, GEPC, NYI TRUST u/d/t dated 10/19/2004
c/o Marco Polo Columbus & Ferrari
9101 S.R. 535,
Orlando, FL 32836

ARTICLE VII – RESTRICTIONS ON TRANSFER and ADMISSION OF A NEW MEMBER

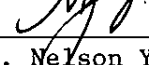
The member(s) may admit to the Company one or more additional members who will participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are in accordance with the company regulations. Notwithstanding the foregoing, the admission of any such additional member shall require the consent of members then having a majority of the interest of the LLC.

ARTICLE VIII – NATURE OF MEMBERSHIP INTEREST

The interest of each member of the Company constitutes the personal estate of that member, and may be transferred or assigned as provided in the company regulations. However, if by a majority-in-interest of the other members of the Company, the members other than the member proposing to dispose of his, her or its interest, do not approve of the proposed transfer or assignment by written consent required under the company regulations, the transferee of the interest shall have not right to participate in the management of the business and affairs of the Company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member would otherwise be entitled and shall hold only an economic assignee interest.

IN WITNESS WHEREOF, I have executed these Articles of Organization.

Dated this 28th day of October, 2008.

Organizer: 
Print name: Dr. Nelson Ying, Sr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

IN THE MATTER OF: GOOD EARTH VENTURES, LLC, I


JIAN HUANG YANG of MARCO POLO COLUMBUS and FERRARI

9101 S.R. 535, Orlando, FL 32836

hereby accepts the appointment as Resident Agent of the above titled Limited Liability Company
in accordance with Chapter 608, F.S..

Furthermore, that the mailing for the above registered office is as set forth above.

IN WITNESS WHEREOF, I hereunto set my hand this 28th day of October,
2008.

By: 

Print: JIAN HUANG YANG

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TALLAHASSEE, FLORIDA