

MAR-03 2009

FAX NO

P. 01

Division of Corporations

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LO90000 20926**Florida Department of State**

Division of Corporations

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Fax Number : (850) 617-6383

From:

Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407) 425-7010
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TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****Ocala Equine Energy, LLC**

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ARTICLES OF ORGANIZATION
OF
OCALA EQUINE ENERGY, LLC
A Florida Limited Liability Company

ARTICLE I
NAME

The name of this limited liability company is "OCALA EQUINE ENERGY, LLC" (the "Company").

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is as follows:

1502 Augusta, Suite 120
Houston, Texas 77057

ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall commence at the time and date on which these Articles of Organization are filed with the Florida Department of State.

ARTICLE IV
REGISTERED AGENT

The name of the initial registered agent and the address of the initial registered office of the Company is as follows:

D. Scott Baker
c/o Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

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ARTICLE V
MANAGEMENT

The Company is to be a manager-managed company. The names and addresses of the initial managers are as follows:

MaxWest Environmental Systems, Inc.
1502 Augusta, Suite 120
Houston, Texas 77057

Florida Thoroughbred Breeders' and Owners' Association, Inc.
801 SW 60th Avenue
Ocala, Florida 34474

ARTICLE VI
APPLICABLE LAW

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.



D. Scott Baker
Incorporator/Authorized Representative

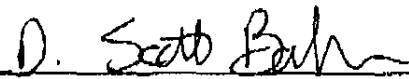
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**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of designation as registered agent for the Company:

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 of the Florida Statutes.


D. Scott Baker

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