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ARTICLES OF AMENDMENT

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ARTICLES OF ORGANIZATION

OF



NEW EARTH ENERGY UTILITIES, LLC (A Florida Limited Liability Company)

- FIRST: The date of filing of the Articles of Organization was August 13, 2009 and assigned document no. L09000078103.
- SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

Article I Name

The name of the limited liability company is: NEW EARTH ENERGY HOLDINGS, LLC.

Article V Principal Office

The mailing address and street address of the principal office of the Company is 444 Brickell Ave., Ste. 300, Miami, FL 33131.

Dated: December 4, 2009.

Stewart A. Merkin, Authorized Representative of Member

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