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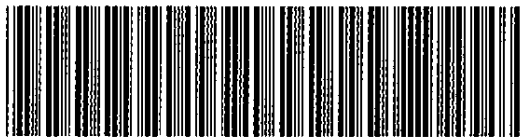
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

S. HAWKES

AUG 21 2009

EXAMINER



Arnett & Kerrigan, P.L.

ATTORNEYS AT LAW

KAREN L. ARNETT
*ALSO LICENSED IN INDIANA

JANE E. KERRIGAN
*ALSO LICENSED IN INDIANA & ILLINOIS

CASEY L. JERNIGAN
*ALSO LICENSED IN ALABAMA

DANIEL S. FRANKFURT
*ALSO LICENSED IN CALIFORNIA

August 18, 2009

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find the original and a copy of the:

Articles of Organization

Certificate of Conversion to Other Business Entity

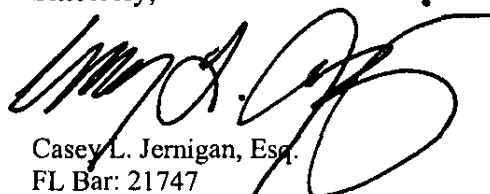
Acceptance of Resident Agency

for the THE MAGNA CARTA GROUP, L.L.C., per Chapter 608, Florida Statutes. Please provide us with certified copies of the Articles of Organization and the Certificate of Conversion to Other Business Entity. I have enclosed a self-addressed stamped envelope for you to return the copies to me. A check in the amount of \$211.00 to cover filing fees is also enclosed.

Please contact our office at 850.502.4373 with any questions concerning this correspondence.

Thank you for your assistance.

Sincerely,



Casey L. Jernigan, Esq.
FL Bar: 21747
Arnett & Kerrigan, P.L.

CLJ/la
Enclosures
cc: Charles and Shirley Simpson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
For
THE MAGNA CARTA GROUP, L.L.C.,
A Louisiana Limited Liability Company
Into
THE MAGNA CARTA GROUP, L.L.C.,
A Florida Limited Liability Company

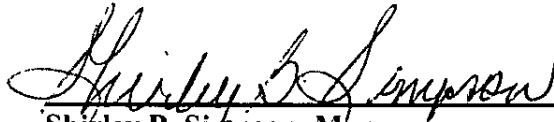
This **CERTIFICATE OF CONVERSION** and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company, in accordance FLORIDA STATUTES § 608.439.

1. The "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: The Magna Carta Group, L.L.C., a Louisiana Limited Liability Company.
2. The "Other Business Entity" is a limited liability company, first organized and formed under the laws of the State of Louisiana, on October 19, 1994.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: The Magna Carta Group, L.L.C., a Florida Limited Liability Company.
4. The conversion referenced herein shall be effective as of the date of the filing of this Certificate of Conversion and the attached Articles of Organization.

IN WITNESS WHEREOF, this Certificate of Conversion was executed by the undersigned in Walton County, Florida, on this 30th day of July, 2009.



Charles H. Simpson, Manager
The Magna Carta Group, L.L.C., a
Florida Limited Liability Company



Shirley B. Simpson, Manager
The Magna Carta Group, L.L.C., a
Florida Limited Liability Company

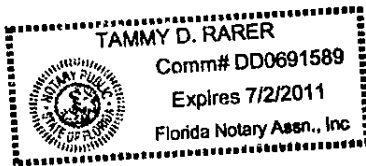
Charles H. Simpson

Charles H. Simpson, Managing Member
The Magna Carta Group, L.L.C., a
Louisiana Limited Liability Company

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 30th day of July, 2009, by **Charles H. Simpson**, who [☒] is personally known to me or [☐] produced a valid Driver's License as identification.

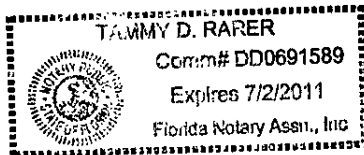


Tammy D. Rarer
Notary Public

Print Name: Tammy D. Rarer
My Commission Expires: 7/2/2011

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 30th day of July, 2009, by **Shirley B. Simpson**, who [☒] is personally known to me or [☐] produced a valid Driver's License as identification.



Tammy D. Rarer
Notary Public

Print Name: Tammy D. Rarer
My Commission Expires: 7/2/2011

ARTICLES OF ORGANIZATION
OF
THE MAGNA CARTA GROUP, L.L.C.
A Florida Limited Liability Company

Pursuant to the provisions of the Florida Limited Liability Company Act, FLA. STAT. § 608.401, *et seq.* (the "Florida LLC Act"), and for the purpose of forming a limited liability company under the laws of the State of Florida, the undersigned hereby adopts the following Articles of Organization as the Charter and authority for the conduct of business of such limited liability company:

ARTICLE I:
NAME

The name of the limited liability company shall be THE MAGNA CARTA GROUP, L.L.C. (the "Company").

ARTICLE II:
PURPOSE

The Company is organized for the following purposes:

(A) to own, operate, manage, lease, hold, but, sell, exchange, transfer, mortgage, obligate and encumber real estate, tangible and intangible property, movable and immovable property, personal property, and assets of any and every kind or nature, including, without limitation, oil, gas and mineral exploration and production and related marketing, services, and operations, and especially such activities as related to CO₂ gas production and pipeline activities;

(B) to enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which this entity is authorized to carry, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of these purposes;

(C) to acquire, own, buy, sell, invest in, trade, manage, finance, refinance, exchange or otherwise dispose of stocks, securities, partnership interests, certificates of deposit, mutual funds, and real, personal, tangible and intangible property of any nature, including, without limitation, insurance policies or contracts and any and all investments whatsoever, as the Manager may deem from time to time to be in the best interests of the Company, or to be needed to provide for the operation, anticipated expenses, and reserves for the future expenses of the Company;

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TALLAHASSEE, FLORIDA

(D) to own, acquire, manage, develop, operate, buy, sell, exchange, finance, refinance, and otherwise deal with real, personal, tangible, and intangible property, and any type of business, as the Manager may deem from time to time to be in the best interests of the Company;

(E) to conduct any lawful business and investment activity permitted under the laws of Florida and in any other jurisdiction in which the Company may have a business or investment interest in order to accomplish the foregoing objectives, or which shall at any time and from time to time appear to the Manager of the Company to be necessary, desirable, or appropriate for the protection and/or promotion of the Company and/or its assets;

(F) to engage in any other activities and exercise all powers, which are related or incidental to the foregoing purposes, as may be determined in the sole and absolute discretion of the Manager.

ARTICLE III:
EFFECTIVE DATE; TERM

The Company was originally organized under the laws of the State of Louisiana as a Louisiana Limited Liability Company, on October 19, 1994. Contemporaneously with the filing of these Articles of Organization, the Company is filing a Certificate of Conversion to effectuate its conversion from a Louisiana Limited Liability Company to a Florida Limited Liability Company. The Company shall commence its existence as a Florida Limited Liability Company upon the filing of these Articles of Organization with the Florida Secretary of State, and its term shall be perpetual, unless earlier dissolved or extended in accordance with the Operating Agreement of The Magna Carta Group, L.L.C., as may be from time to time amended (the "Operating Agreement") and/or the Florida LLC Act.

ARTICLE IV:
MANAGERS

The name and address of the Managers are:

Charles H. Simpson
3104 Merion Drive
Miramar Beach, Florida 32550

Shirley B. Simpson
3104 Merion Drive
Miramar Beach, Florida 32550

(the "Manager(s)" or "MGR(S)").

ARTICLE V:
DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events: (A) the expiration of the period fixed for the duration of the Company, as stated herein; (B) the unanimous consent of all Members; (C) the entry of a decree of dissolution or a resolution requiring dissolution pursuant to the Florida LLC Act; or (D) the occurrence of any non-waivable "Event of Dissociation," as specified in the Florida LLC Act; provided that, the Members shall waive all Events of Dissociation as are allowed to be waived, and, as to any such Event of Dissociation which is non-waivable, the business of the Company may be continued by the consent of not less than four-fifths (4/5) of the remaining Members within ninety (90) days after the Event of Dissociation. Upon dissolution, the Company shall cease to carry on its business, except as otherwise permitted by Florida law, and the Manager shall file a statement of commencement winding up and publish notices in accordance with the Florida LLC Act.

ARTICLE VI:
COMPANY ADDRESS; REGISTERED OFFICE ADDRESS;
REGISTERED AGENT

The mailing address and street address of the principal office of the Company shall be **3104 Merion Drive, Miramar Beach, Florida 32550**. **Karen L. Arnett**, shall be the registered agent to accept service of process in the State of Florida. The street address of the registered office of the Company shall be **Arnett & Kerrigan, P.L., 600 Grand Boulevard, Suite 206, Miramar Beach, Florida 32550**.

ARTICLE VII:
CAPITAL CONTRIBUTIONS

The Members shall contribute cash and/or additional property from time to time in accordance with the provisions of the Operating Agreement.

ARTICLE VIII:
MANAGEMENT

Management of the Company shall be vested in the Manager(s), who, except for situations in which the approval of the Members is expressly required by the Operating Agreement or by non-waivable provisions of applicable law, shall have full and complete authority, power and discretion to manage and control the business affairs and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's

business. The number of Managers of the Company shall be fixed from time to time by the Manager(s), but in no instance shall there be less than one (1) Manager.

ARTICLE IX:
RESTRICTIONS ON MEMBERSHIP

Members shall be admitted as set forth in the Operating Agreement. Contributions required of new Members shall be determined by the Manager at the time of admission to the Company. Except as otherwise specifically provided in the Operating Agreement, a Member's interest, or any part thereof, in the Company may not be sold or otherwise transferred without written consent of all Members in accordance with the provisions of the Operating Agreement.

ARTICLE X:
OPERATING AGREEMENT


The Operating Agreement shall govern the operation and all affairs of the Company. The power to adopt, alter, amend or repeal the Operating Agreement governing this Company shall be vested in the Manager(s) as set forth therein.

ARTICLE XI:
INDEMNIFICATION

If the criteria set forth in FLA. STAT. § 608.4229, or any successor statute, have been met, then the Company shall indemnify any Manager or Member, or former Manager or Member, his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by FLA. STAT. § 608.4229.

IN WITNESS WHEREOF, in accordance with FLA. STAT. 608.408(3), the undersigned hereby certifies and affirms under the penalties of perjury that the facts stated herein are true, and that the foregoing constitutes the ARTICLES OF ORGANIZATION OF THE MAGNA CARTA GROUP, L.L.C., a Florida limited liability company, and that these Articles of Organization were executed by the undersigned Managing Members in Walton County, Florida, on this 30th day of July, 2009.


CHARLES H. SIMPSON,
Manager

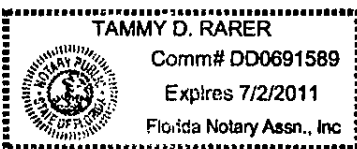

SHIRLEY B. SIMPSON,
Manager


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SHERIFF'S OFFICE
WALTON COUNTY, FLORIDA

STATE OF FLORIDA)
COUNTY OF WALTON)

On this 30th day of July, 2009, before me personally appeared **Charles H. Simpson**, Manager of The Magna Carta Group, L.L.C., a Florida limited liability company to be formed, personally known to me to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

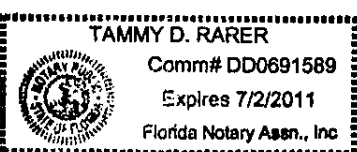
[Seal] 
TAMMY D. RARER
Comm# DD0691589
Expires 7/2/2011
Florida Notary Assn., Inc

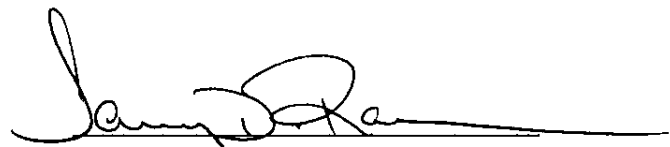

NOTARY PUBLIC

STATE OF FLORIDA)
COUNTY OF WALTON)

On this 30th day of July, 2009, before me personally appeared **Shirley B. Simpson**, Manager of The Magna Carta Group, L.L.C., a Florida limited liability company to be formed, personally known to me to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

[Seal] 
TAMMY D. RARER
Comm# DD0691589
Expires 7/2/2011
Florida Notary Assn., Inc


NOTARY PUBLIC

ACCEPTANCE OF RESIDENT AGENCY

KAREN L. ARNETT, with an address of 600 Grand Boulevard, Suite 206, Miramar Beach, Florida, 32550, hereby accepts appointment as Registered Agent for THE MAGNA CARTA GROUP, L.L.C., a Florida limited liability company, and does hereby understand and accept the obligations of the position, and acknowledges acceptance by her signature below on this 18th day of August, 2009.


Karen L. Arnett

Dated: August 18, 2009

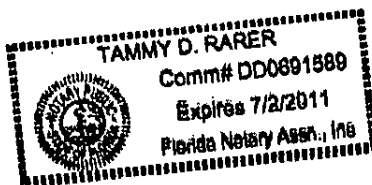
STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was sworn to and subscribed before me this 18th date of August, 2009, by **Karen L. Arnett**, who is personally known to me.


Notary Public

My Commission Expires: 7/2/2011

[Notary Seal]



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA