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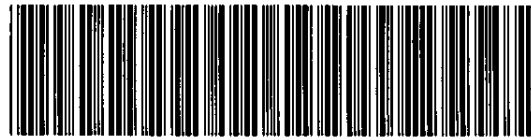
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

AUG 11 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

TERRA TECH HOLDINGS, LLC

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____ Art of Inc. File _____
____ LTD Partnership File _____
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☒ ____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
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____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
☒ ____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
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____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Signature _____

Requested by: BA

8/11

AM

Name _____

Date _____

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ARTICLES OF ORGANIZATION
TERRA TECH HOLDINGS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

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10 AUG 11 PM 1:50

ARTICLE I - Name:

The name of the Limited Liability Company is:

TERRA TECH HOLDINGS, LLC

ARTICLE II - Address:

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

819 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual until it is dissolved and its affairs wound up in accordance with the Operating Agreement duly adopted by this Limited Liability Company and the Florida Statutes.

ARTICLE IV - Management:

The Limited Liability Company is to be a manager-managed company. The initial manager shall be:

Patricia A. Mays
819 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE V - Purpose:

This Limited Liability Company shall have the right to operate for any lawful purpose permitted under the laws of the State of Florida.

ARTICLE VI - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement duly adopted by this Limited Liability Company.

ARTICLE VII - Members Rights to Continue Business:

The right, if given, of the remaining members of this Limited Liability Company to continue the business on the death, retirement, resignation, exclusion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be by members' agreement as provided in the Operating Agreement duly adopted for the Limited Liability Company.

ARTICLE VIII - Registered Agent:

Charles E. Garris, whose street address is 819 Beachland Boulevard, Vero Beach, Florida 32963, is appointed as the initial Registered Agent, for service of process, in this State for this Limited Liability Company.

ARTICLE IX - Limitation on Agency Authority of Members:

Pursuant to F.S. §608.4235 no member of the Company shall be an agent of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 20th day of August, 2010.

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



Charles E. Garris,
Authorized Representative

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Sworn to and subscribed before me by **CHARLES E. GARRIS** this 10th day of August, 2010.

Sara Metz Gagliardi



(Print, type, or stamp commissioned
name of notary public)

Personally known ✓ or produced identification _____
Type of identification produced _____

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this Limited Liability Company at the registered office designated in the foregoing Articles of Organization, the undersigned is familiar with and accepts the obligations of this designation as provided for in Chapter 608 of the Florida Statutes.

Dated this 10 day of August, 2010.


CHARLES E. GARRIS
Registered Agent