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EXAMINER

JOSEPH A. MORRISON
ATTORNEY AT LAW

4416 FLORIDA NATIONAL DRIVE
LAKELAND, FLORIDA 33813-1515

TELEPHONE (863)644-3399
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January 25, 2011

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: EARTH & WATER RESOURCES, LLC

Dear Sirs:

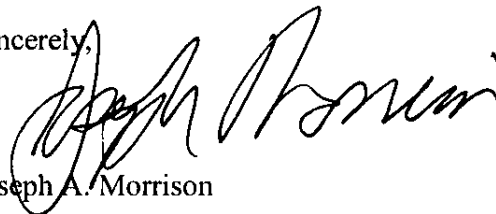
I am enclosing the original and one copy of proposed Articles of Organization of Florida Limited Liability Company in regard to EARTH & WATER RESOURCES, LLC, together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

Filing Fee for Articles of Organization	\$100.00
Filing Fee for Certificate Designating Resident Agent	\$25.00
Certified Copy	30.00
Certificate of Status	<u>5.00</u>
Total:	\$160.00

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TALLAHASSEE, FLORIDA

Sincerely,



Joseph A. Morrison

JAM/jh

Enclosure

cc: Ted J. Smith

ARTICLES OF ORGANIZATION
OF
EARTH & WATER RESOURCES, LLC

ARTICLE I - NAME:

The name of the Limited Liability Company is EARTH & WATER RESOURCES,
LLC

ARTICLE II. PERMITTED BUSINESSES
AND ACTIVITIES

This limited liability company may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the limited liability company shall have power to:

- (a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- (b) Purchase the corporate assets of any other corporation and engage in the same character of business.
- (c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

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(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness of liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(g) Make gifts for educational, scientific or charitable purposes.

(h) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(i) Purchase and maintain insurance on behalf of any person who is or was a member, manager, employee, or agent of the corporation, or is or was serving at the request of the limited liability company as a member, manager, officer, director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the limited liability company would have the power to indemnify him against such liability under the other provisions of these Articles.

(j) Enter into general partnerships, limited partnerships (whether the limited liability company be a limited or general partner), joint ventures, syndicates, pools, associations, and

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other arrangements for carrying on one or more of the purposes set forth in these Articles, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the limited liability company.

ARTICLE III. TERM OF EXISTENCE

The existence of this limited liability company is to begin upon the date of its subscription and shall continue perpetually thereafter.

ARTICLE IV. PRINCIPAL OFFICE ADDRESS

The street address and the mailing address of the initial principal office of the limited liability company in the State of Florida is 1735 Clarendon Avenue, Lakeland, FL 33803. The Members may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the limited liability company in the State of Florida is 4416 Florida National Drive, Lakeland, Florida 33813, and the name of the limited liability company's initial registered agent at that address is Joseph A. Morrison. The Members may from time to time move the registered office to any other address in Florida.

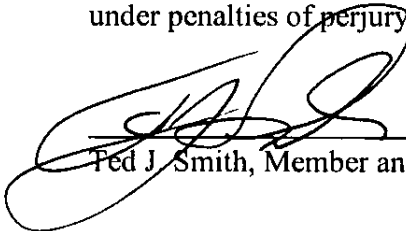
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ARTICLE VI - MANAGEMENT

The limited liability company is to be managed by its designated Managers. The initial Manager of this limited liability company is:

Ted J. Smith
1735 Clarendon Avenue
Lakeland, Florida 33803

The undersigned Member acknowledges that the statements set forth above are made under penalties of perjury and that the facts stated herein are true.



Ted J. Smith, Member and Manager

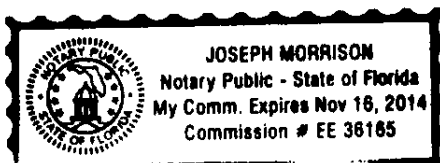
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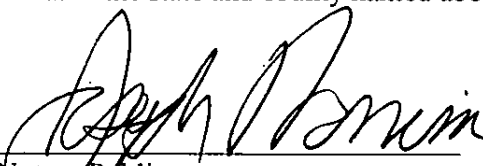
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STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Ted J. Smith, to me known to be the person described as the member and manager and who executed the foregoing Articles of Organization, and Ted J. Smith acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the state and county named above this 25th day of JANUARY, 2011.





Notary Public

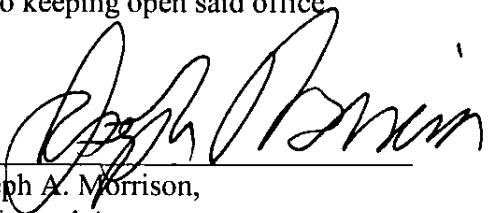
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That EARTH & WATER RESOURCES, LLC, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at the City of Lakeland, County of Polk, State of Florida, has named Joseph A. Morrison, Esq. located at 4416 Florida National Drive, Lakeland, Florida 33813, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



Joseph A. Morrison,
Registered Agent

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