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Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF**

**MILLS RIVER EQUIPMENT COMPANY, LLC
(a Florida Limited Liability Company)**

These Amended and Restated Articles of Organization of Mills River Equipment Company, LLC, a Florida limited liability company organized pursuant to Articles of Organization filed with the Florida Department of State on November 7, 2011 and assigned document number L11000126708, have been adopted as of February 22, 2013.

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is BIOCHAR EQUIPMENT, LLC (the "Company").

**ARTICLE II
PRINCIPAL OFFICE**

The Company's mailing address and the address of the Company's principal office is:

c/o AFO, L.L.C.
Two Alhambra Plaza, Suite 1040
Coral Gables, FL 33134

**ARTICLE III
REGISTERED AGENT; REGISTERED OFFICE; REGISTERED AGENT'S
ACCEPTANCE**

The name of the Company's registered agent and the address of the Company's registered office in the State of Florida are:

Richard L. Kohan
AFO, L.L.C.
Two Alhambra Plaza, Suite 1040
Coral Gables, FL 33134

The registered agent hereby agrees to act as registered agent for the Company:

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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 relative 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, Florida Statutes.

Dated: February 25, 2013


Richard L. Kohan

**ARTICLE IV
MANAGEMENT**

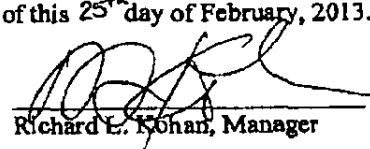
The Company will be managed by a Manager or Managers appointed as provided for in the Company's operating agreement. The name and address of the initial Manager are:

Richard L. Kohan
AFO, L.L.C.
Two Alhambra Plaza, Suite 1040
Coral Gables, FL 3313

**ARTICLE V
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Organization as of this 25th day of February, 2013.


Richard L. Kohan, Manager

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