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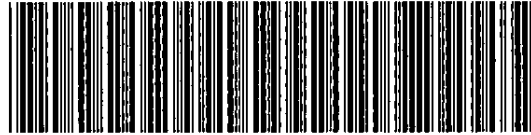
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

MAY - 7 2012

EXAMINER

Jennifer Lee Bushnell, P.L.
Attorney at Law

May 2, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

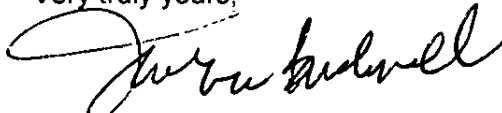
To Whom It May Concern:

Enclosed for filing with the Florida Department of State are the following:

1. Articles of Organization of MARSHALL ENERGY, LLC;
2. Certificate of Designation of Registered Agent and Registered Office for MARSHALL ENERGY, LLC;
3. My firm's check payable to the Florida Department of State in the amount of \$160.00, which represents \$100.00 for filing the Articles of Organization, \$25.00 for the Certificate of Designation of Registered Agent and Registered Office, \$30.00 for a certified copy of the record, and \$5.00 for a Certificate of Status.

Please file the Articles of Organization and return proof of filing to this office at 201 East Government Street, Old City Building, Pensacola, FL 32502. Should you have any questions, please do not hesitate to contact me at 850-503-2989. Thank you in advance for your assistance.

Very truly yours,



Jennifer Lee Bushnell, Esq.

Enclosures
cc: Client

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MARSHALL ENERGY, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

**ARTICLE ONE
NAME**

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is MARSHALL ENERGY, LLC.

**ARTICLE TWO
ADDRESS**

The Company's street address of its principal place of business in Florida is 1523 Hester Church Road, Baker, FL 32531, and its mailing address 1523 Hester Church Road, Baker, FL 32531, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE THREE
MANAGEMENT**

The business of the Company shall be managed by one or more managers chosen by the Company's Members. The initial Managers of the Company shall be:

NAME	ADDRESS
NICHOLAS L. MARSHALL	1523 Hester Church Road Baker, FL 32531.

**ARTICLE FOUR
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

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ARTICLE FIVE POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE SIX REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

ARTICLE SEVEN AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



NICHOLAS L. MARSHALL

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered agent and registered office in the State of Florida.

1. The name of the limited liability company is MARSHALL ENERGY, LLC.
2. The name and street address of the registered agent and registered office are: NICHOLAS L. MARSHALL, 1523 Hester Church Road, Baker, FL 32531.

MARSHALL ENERGY, LLC



NICHOLAS L. MARSHALL
Registered Agent

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 23, 2012



NICHOLAS L. MARSHALL
Registered Agent

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