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FLORIDA LIMITED LIABILITY CO.
Waste 2 Energy, LLC

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**ARTICLES OF ORGANIZATION
OF
WASTE 2 ENERGY, LLC**

Pursuant to Section 605.0201 of the Florida Statutes, the undersigned hereby file these Limited Liability Company Articles of Organization as follows:

ARTICLE I - NAME

The name of the Company is WASTE 2 ENERGY, L.L.C.

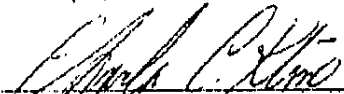
ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Charles C. Kline, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131.

ARTICLE III - INITIAL REGISTERED AGENT

The street address of the initial Registered Office of this Company in the State of Florida shall be c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131. The name of the initial Registered Agent of this Company at the above address shall be Charles C. Kline.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 25th day of June, 2014.

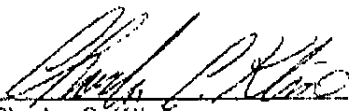


Charles C. Kline, Authorized Representative

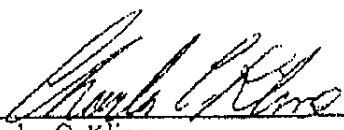
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent:

WASTE 2 ENERGY, LLC, desiring to organize as a limited liability company under the laws of the State of Florida has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131, as registered office and named Charles C. Kline as the initial registered agent.

By: 
Charles C. Kline
Authorized Representative

Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent as provided for in Section 605.0113, Florida Statutes.

By: 
Charles C. Kline
Registered Agent