Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

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To:

Division of Corporations

Fax Number

: (850)617-6381

From: Carrie Ramos, FRP, Paralegal PLEASE FAX CONFIRMATION TO 407 244-5690

Account Name : GRAYROBINSON, P.A. - ORLANDO

Account Number : I20010000078 Phone : (407)843-8880

Phone : (407)843-8880 Fax Number : (407)244-5690

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: MASclvester@infiniteenergy.com

FLORIDA LIMITED LIABILITY CO.

Betelgeuse Energy, LLC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I Name

The name of this Limited Liability Company is:

Betelgeuse Energy, LLC

ARTICLE II Address

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

> 720 SW 2nd Avenue Suite 106 Gainesville, Florida 32601

> > ARTICLE III Management

This Limited Liability Company is to be managed by one or more members and is, therefore, a "member-managed" limited liability company.

ARTICLE IV **AUTHORIZED MEMBER**

The name and address of the initial authorized member of this Limited Liability Company are as follows:

Name

Street Address

Spica Energy Holdings, Inc.

720 SW 2nd Avenue

Suite 106

Gainesville, Florida 32601

ARTICLE V Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent of this Limited Liability Company is:

Thomas C. McThenia, Jr. 301 E. Pine Street, Suite 1400 Orlando, Florida 32801

Having been named as registered agent to accept service of process for this limited liability company at the place so designated in these Articles of Organization, the undersigned hereby accepts this appointment and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the undersigned's position as registered agent, as provided for in Chapter 605, Florida Statutes.

REGISTERED AGENT'S SIGNATURE

In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

AUTHORIZED REPRESENTATIVE'S SIGNATURE

Thomas C. McThenia, Jr.

Type or printed name of signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization \$25.00 Designation of Registered Agent \$30.00 Certified Copy (OPTIONAL) \$5.00 Certificate of Status (OPTIONAL)