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 TALENTS

**L 9500000092**

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Buckeye Resources Group, Inc.  
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

# OVERSER 10 95

Examiner's Initials

**ARTICLES OF ORGANIZATION OF  
BUCKEYE RESOURCES GROUP, L.C.**

**ARTICLE I**

The name of the limited liability company ("Company") is BUCKEYE RESOURCES GROUP, L.C.

**ARTICLE II**

The mailing and street address of the Company's principal office is 3811 S.W. 47th Avenue, Suite 603, Fort Lauderdale, Florida 33314.

**ARTICLE III**

**Duration**

The company shall dissolve on the death, retirement, resignation, expulsion or bankruptcy of any of its members.

**ARTICLE IV**

**Registered Agent and Office**

The name of Company's initial registered agent in Florida is Bruce M. Duvall, Jr. The address of Company's registered office in Florida is 3811 S.W. 47th Avenue, Suite 603, Fort Lauderdale, Florida 33314.

**ARTICLE V**

**Management**

The Company is to be managed by the members. Each managing member is identified as follows:

Bruce M. Duvall, Jr., whose address is 3811 S.W. 47th Avenue, Suite 603, Fort Lauderdale, Florida 33314.

Irvin Rex Osborn, whose address is 3811 S.W. 47th Avenue, Suite 603, Fort Lauderdale, Florida 33314.

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Jeff Zink, whose address is 3811 S.W. 47th Avenue, Suite 603, Fort Lauderdale, Florida 33314.

Gus Panoutsos, whose address is 3811 S.W. 47th Avenue, Suite 603, Fort Lauderdale, Florida 33314.

#### ARTICLE VI

##### Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

#### ARTICLE VII

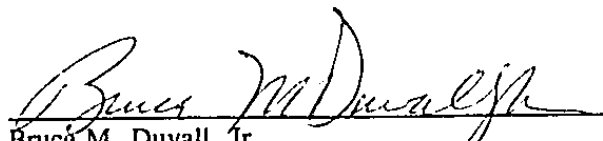
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion or bankruptcy of any member. The business may be continued only on the unanimous written consent of the remaining members.

#### ARTICLE VIII

##### Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members listed in Article V.

I have executed these Articles of Organization on this 23 day of January, 1995 at Fort Lauderdale, Florida.

  
Bruce M. Duvall, Jr.  
Member

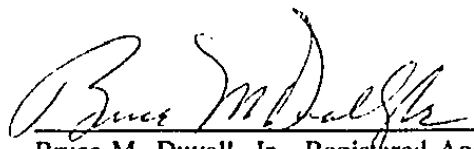
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Buckeye Resources Group, L.C.
2. The name and address of the registered agent and office is Bruce M. Duvall, Jr., 3811 S.W. 47th Avenue, Suite 603, Fort Lauderdale, Florida 33314.

Having been named as registered agent and to accept service of process for the above-named 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: 1-23-95

  
\_\_\_\_\_  
Bruce M. Duvall, Jr., Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of BUCKEYE RESOURCES GROUP, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$7,500.00.
3. If any, the agreed value of property other than cash contributed by members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is \$7,500.00. This total includes amounts from 2. and 3. above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

DATED: 1-23-95

*Bruce M. Duvall, Jr.*  
Bruce M. Duvall, Jr.

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of January 1995, by Bruce M. Duvall, Jr.

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TALLAHASSEE, FLORIDA

*Tricia Ann Curtis*  
\_\_\_\_\_  
(Signature of Notary Public - State of Florida)



OFFICIAL SEAL  
TRICIA ANN CURTIS  
My Commission Expires  
April 5, 1997  
Comm. No. CC 274280

\_\_\_\_\_  
(Print, Type, or Stamped Commissioned Name of Notary Public)

Personally known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_