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ARTICLES OF ORGAINIZATION 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 banktuptcy 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.

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

Gus Panutsos, 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: /- 13 - 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 'east 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 eash 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), <u>Plorida Statutes</u>, 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.
STATE OF FLORIDA COUNTY OF BROWARD The foregoing instrument was ac 1995, by Bruce M. Duvall, Jr.	(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 _____ OR Produced Identification _____ Type of Identification Produced _____