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Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WeCare Organics LLC

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March 10, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

INCORPORATING SERVICES FL

SUBJECT: WECARE ORGANICS LLC
REF: W09000011055

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Neysa Culligan
Regulatory Specialist II

FAX Aud. #: H09000054960
Letter Number: 509A00008100

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. WeCare Organics LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. New York 3. 16-1596900
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. November 2, 2000 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon registration
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 P.S. to determine penalty liability)

7. 9289 Bonta Bridge Road
Jordan, New York 13080
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

C. Wesley Gregory III, 9289 Bonta Bridge Road, Jordan, New York 13080

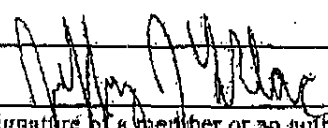
Thomas A. Jarrard, 9289 Bonta Bridge Road, Jordan, New York 13080

Jeffrey J. LeBlanc, 9289 Bonta Bridge Road, Jordan, New York 13080

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: See Exhibit A

attached hereto


Signature of a member or an authorized representative of a member.
(In accordance with section 608.504(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herewith are true.)

Jeffrey J. LeBlanc

Typed or printed name of signee

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WeCare Organics LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Incorporating Services, Ltd.

(Name)

1540 Glenway Drive

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

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TALLAHASSEE, FLORIDA

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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 as provided for in Chapter 608, Florida Statutes.

Incorporating Services, Ltd.

BY: Melissa A. Murry

(Signature)

Melissa A. Murry, Assistant Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

EXHIBIT A

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

WeCare Organics LLC

11. Nature of business or purposes to be conducted or promoted in Florida:

Specializes in the beneficial reuse of recyclable organic residuals, project development, processing operations and final product marketing of biosolids-based soil amendments for commercial use.

State of New York
Department of State } ss:

I hereby certify, that WECARE ORGANICS LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 11/02/2000, and that the Limited Liability Company is existing so far as shown by the records of the Department. I further certify the following:

An Affidavit of Publication of WECARE ORGANICS LLC was filed on 04/18/2001.

An Affidavit of Publication of WECARE ORGANICS LLC was filed on 04/18/2001.

A Biennial Statement was filed 10/22/2002.

A Biennial Statement was filed 11/12/2004.

A Biennial Statement was filed 11/08/2006.

A Biennial Statement was filed 11/12/2008.

I further certify, that no other documents have been filed by such Limited Liability Company.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of December
two thousand and eight.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
Special Deputy Secretary of State