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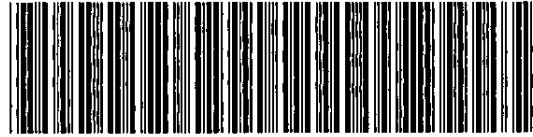
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Amended
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5-11-12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 MAY 11 AM 11:10

FILED



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May 10, 2012

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
ATTN: KARON BEYER

Re: Sunshine State Biomass Cooperative, Inc.

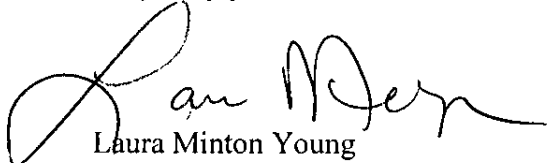
Dear Karon:

Enclosed is our firm's check in the amount of \$87.50 made payable to the Department of State, Division of Corporations representing the filing fees and certified copy fees with respect to the following enclosed documents:

- 1) Articles of Amendment to Articles of Incorporation of Sunshine State Biomass Cooperative, Inc.; and
- 2) Articles of Amendment to, and Restatement of Articles of Incorporation of Sunshine State Biomass Cooperative, Inc.

Also enclosed is a pre-addressed, pre-paid Federal Express envelope we have enclosed for your convenience in returning the documents to us. Thank you very much for your cooperation and assistance in this matter.

Very truly yours,



Laura Minton Young

LMY/mm
Enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SUNSHINE STATE BIOMASS COOPERATIVE, INC.**

FILED
2012 MAY 11 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005 of the Florida Statutes, the undersigned incorporators of the agricultural cooperative hereby adopt the following Articles of Amendment to its Articles of Incorporation.

Article I – NAME OF COOPERATIVE

The name of this Association is SUNSHINE STATE BIOMASS COOPERATIVE, INC.

ARTICLE II - DATE OF FILING

The date of filing of the Association's Articles of Incorporation was June 3, 2011.

ARTICLE III – ADOPTION AND TEXT OF AMENDMENT

The Association, as of the date of these Articles of Amendment, has no members and the board of directors have not held its organizational meeting. Although this Association is organized under Chapter 618, Florida Statutes, the undersigned incorporators are filing these Articles of Amendment pursuant to Section 607.1005 of the Florida Statutes because Chapter 618 of the Florida Statutes does not provide guidance for amendment of the Articles of Incorporation for an association organized under chapter 618, Florida Statutes, prior to the creation of its membership. Pursuant to s. 618.24, Florida Statutes, the provisions of the laws of this state with respect to corporations for profit and all powers and rights thereunder shall apply to associations organized under chapter 618, except where such provisions are in conflict with or inconsistent with the express provisions of chapter 618. The following is the resolution amending the Articles of Incorporation:

RESOLVED, that the preamble to the Articles of Incorporation for the Association is hereby amended in its entirety to read as follows:

"The undersigned, all of whom are engaged in the production, preserving, drying, packing, canning, bottling, shipping, or marketing of agricultural products, or in the manufacture or preparation of any confection, extracts, oils, juices or byproducts thereof, acting as the incorporators of this Association pursuant to Chapter 619 of the Florida Statutes, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association, without capital stock, under Chapter 619 of the Florida Statutes and the laws of the State of Florida and adopt these Articles of Incorporation for the Association."

ARTICLE IV - EFFECTIVE DATE OF AMENDMENT

The effective date of the amendment to the Articles of Incorporation of the Association set forth herein shall be as of the date of filing with the Florida Department of State.

Dated this 9 day of May, 2012.

IN WITNESS WHEREOF, the undersigned, constituting the incorporators of this Association, have executed these Articles of Amendment to its Articles of Incorporation this 9 day of May, 2012.



David Disbrow, Incorporator



Deva Khalsa, Incorporator



Roger DeCapito, Incorporator