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To:

Division of Corporations

Fax Number

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From:

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053 : (561)694-8107 Phone Fax Number : (561)694-1639

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Bear Diesel Marine Service, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is: Bear Diesel Marine Service, LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:

Bear Diesel Marine Service, LLC

1401 Feather Run Drive

Dunedin FL 34698

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Kevin Hernandez, Esq. 28059 U.S. Highway 19 North, Suite 100 Clearwater FL 33761

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Kevin Hernandez, Esq. I FL Bar Member The Hernandez Law Firm 28059 U.S. Highway 19 North, Suite 100 Clearwater FL 33761 727-712-1710

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

JAMES C. THOMAS 1401 Feather Run Drive Dunedin FL 34698



Article VII, Company Existence

The Company's existence shall begin effective as of October 3, 2008.

The undersigned authorized representative of a member executed these Articles of Organization on October 6, 2008.

KEVIN HERNANDEZ, ESQ.

by Valerie Hawk as attorney-in-fact

Kevin Hernandez, Esq. I FL Bar Member The Hernandez Law Firm 28059 U.S. Highway 19 North, Suite 100 Clearwater FL 33761 727-712-1710 H08000229957

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Bear Diesel Marine Service, LLC

REGISTERED AGENT/OFFICE:

Kevin Hernandez, Esq. 28059 U.S. Highway 19 North, Suite 100 Clearwater FL 33761



I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

KEVIN HERNANDEZ, ESQ.

by Valerie Hawk as attorney-in-fact

Date: October 3, 2008.

Kevin Hernandez, Esq. I FL Bar Member The Hernandez Law Firm 28059 U.S. Highway 19 North, Suite 100 Clearwater FL 33761 727-712-1710