

ARTICLES OF ORGANIZATION
OF

MA EARTH FARMS, LLC

The undersigned organizer, desiring to form a limited liability company for profit in Kentucky, pursuant to KRS Chapter 275, does hereby form and submit the following Articles of Organization to the Secretary of State for filing, TO WIT:

ARTICLE I

The name of the limited liability company shall be **Ma Earth Farms, LLC**.

ARTICLE II

The street address of the limited liability company's initial registered office in Kentucky and the name of its initial registered agent at that office are as follows:

Robert John Caruso
721 Hillcreek Drive
Elizabethtown, KY 42701


ARTICLE III

The mailing address of the limited liability company's initial principal office in Kentucky is 721 Hillcreek Drive, Elizabethtown, KY 42701, and the name of the initial registered agent at that office is Robert John Caruso.

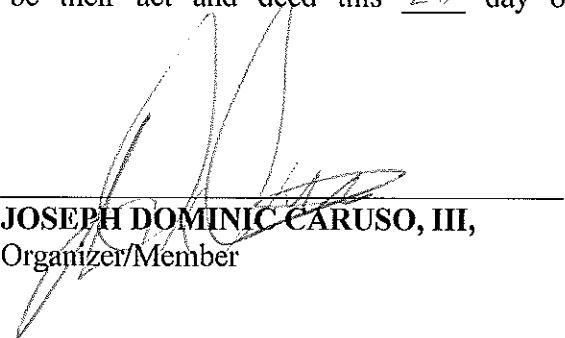
ARTICLE IV

The limited liability company is to be managed by its members, Robert John Caruso and Joseph Dominic Caruso, III.

IN TESTIMONY, the undersigned organizers of the limited liability company do hereby subscribe their names and acknowledge this to be their act and deed this 25 day of April, 2013.




ROBERT JOHN CARUSO,
Organizer/Member



JOSEPH DOMINIC CARUSO, III,
Organizer/Member

STATE OF KENTUCKY
COUNTY OF HARDIN


The foregoing instrument was acknowledged before me this 24 day of April, 2013, by Robert John Caruso.



NOTARY PUBLIC
Notary ID #: 434399
My commission expires: 1-7-15

STATE OF KENTUCKY
COUNTY OF HARDIN

The foregoing instrument was acknowledged before me this 25 day of April, 2013, by Joseph Dominic Caruso, III.



NOTARY PUBLIC
Notary ID #: 434399
My commission expires: 1-7-15

I, ROBERT JOSEPH CARUSO, consent to serve as the registered agent on behalf of the company.



ROBERT JOHN CARUSO,
Organizer/Member/Registered Agent

This Instrument Was Prepared By:

BIRDWHISTELL LAW, P.S.C.
2825 Ring Road
Elizabethtown, KY 42701
(270) 769-2234

By: 

Caleb T. Bland