

ARTICLES OF ORGANIZATION
OF
Progressive Conveyor Solutions, LLC

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The undersigned natural persons, each more than twenty-one (21) years of age, hereby establish a LLC pursuant to the statutes of Kentucky and adopt the following Articles of Organization:

FIRST: The name of the business is Progressive Conveyor Solutions, LLC.

SECOND: The LLC shall have perpetual existence.

THIRD: (a) PURPOSES: The nature, objects and purposes of the business to be transacted shall be as follows:

1. To own, operate, manage, lease or conduct the business of any legal and lawful purpose pursuant to Kentucky Revised Statute 275 and related activities and to do all those things incident to or connected with the activity of said office which deals with the business of any legal enterprise and related activities and connected work, whether directly done or by entering in the form of partnership or otherwise.

2. To engage in any commercial, industrial, residential, and agricultural enterprise calculated or designed to be profitable to this LLC and in conformity with the laws of the State of Kentucky; and to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform.

3. To engage in any and all kinds of sales, retail and wholesale, of any product, material or merchandise, in any state, territory, or nation. Furthermore, engage in the lending of money or the purchase and collection of accounts of any kind from and for the entity, LLC or personal. Also, engage in any activity of a financial nature.

4. To act as broker, agent, sales representative, distributor or factor for the sale, lease, rental, storage or repair of items, materials, product, merchandise, building, roads or other improvements of every kind and nature or for the performing of any service in any part of this planet or other body in connection therewith.

5. To transact the business of managing, any legal enterprise and developing the business of itself or any other LLC, corporation, partnership or sole proprietorship.

6. To purchase, acquire through the issuance of its capital unit or otherwise, to own, hold, lease, either as lessor or lessee, sell, transfer, exchange, divide, mortgage, and in any way deal in general and turn to account property, real or personal, and any rights or interests therein.

7. To do all and everything necessary, suitable, or proper for the accomplishment of any of the objects, or the furtherance of any of the powers herein before set forth or any power otherwise provided by law, to do so alone or with other persons, LLC, corporations, or entities, and either as principals, or agents, or as partners, either limited or general. Also to do every other act growing out of or connected with the aforesaid objects, purposes or powers, provided the same be not inconsistent with the laws under which this LLC is organized.

(b) POWERS: In furtherance of the foregoing purposes, the LLC shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon LLCs organized under the laws of Kentucky. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its LLC purposes.

FOURTH: (a) The aggregate number of units which the LLC shall have authority to issue is 100 units, each having a value of \$1 or \$100. These units are restricted and cannot be transferred without approval by the unit holders of this LLC according to the LLC's Bylaws, which are being executed simultaneously with the execution of the Articles.

(b) Each unit holder of record shall have one vote for each unit standing in his/her name on the books of the LLC and entitled to vote, except that in the election of Organizers he/she shall have the right to vote such numbers of units for as many persons as there are Organizers to be elected. Cumulative voting shall not be allowed in the election of Organizers or for any other purpose.

(c) At all meetings of unit holders, 51% of the units entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum. Voting by unit holders shall require a 51% approval by the unit holders unless a different percentage is otherwise approved by the unit holder.

(d) All unit holders of the LLC shall have preemptive rights to subscribe to additional units of units, and for other securities of any class, or for rights, warrants or options to purchase units for scrip, or for securities of any kind convertible into units or carrying unit purchase warrants or privileges, unless otherwise agreed to by all initial unit holders who remain as such at the time of any subsequent agreement.

(e) The board of Organizers, by unanimous vote, may from time to time distribute to the unit holders in partial liquidation, out of stated capital or capital surplus (contributed capital) of the LLC a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Kentucky.

FIFTH: One Organizer shall constitute the initial board, their name and address being as follows: Senior Member: Shannon A. Otero, 10701 Alderbrook Place, Louisville, KY. 40299-1282. The LLC shall be managed by Shannon A. Otero.

SIXTH: The address of the initial and principal registered office of the LLC is 10701 Alderbrook Place, Louisville, KY. 40299-1282. The name of its registered agent at such address is Shannon A. Otero. The LLC may conduct part or all of its business in any other part of Kentucky, the United States, this world or any other world. It may hold, purchase, mortgage, lease and convey real and personal property on any of such places.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the LLC, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) CONTRACTS WITH ORGANIZERS, ETC.: No contract or other transaction of the LLC with any person, firm or corporation, or in which the LLC is interested, shall be affected or invalidated by: (i) the fact that any one or more of the Organizers or Managers of this LLC is interested in or is a Organizer or Member of another LLC; or (ii) the fact that any Organizer or Member, individually or jointly with others, may be a party of or may be interested in any such contract or transaction. Each person who may become a Organizer or Senior Member of the LLC is hereby relieved from any liability that might otherwise arise by reason of his/her contracting with the LLC in which he/she may be in any way interested.

(b) NEGATION OF EQUITABLE INTERESTS IN UNITS OR RIGHTS: The LLC shall be entitled to treat the registered holder of any units of the LLC as the owner thereof for all purposes including all rights deriving from such units, and shall not be bound to recognize any equitable or other claim to, or interest in, such units or rights deriving from such units, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such units or rights deriving from such units, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such units, whether or not the LLC shall have either actual or constructive notice of the interest of such purchaser, assignee, or transferee of any of the units of the LLC shall not be entitled to receive notice of the meetings of the unit holders, to vote at such meetings, to examine a list of the unit holders, to be paid returns or other sums payable to unit holders, or to own, enjoy and exercise any other property or rights deriving from such units against the LLC, until such purchaser, assignee, or transferee has become the registered holder of such units. Units of this LLC are restricted. See Bylaws of this LLC.

EIGHTH: The name and address of the organizer is: Shannon A. Otero,
10701 Alderbrook Place, Louisville, KY. 40299-1282.

NINTH: SEVERABILITY CLAUSE: Should any clause, paragraph, line sentence or other part of this instrument be declared invalid and ineffective, such finding shall not be deemed to affect the remainder of these Articles of Organization, so long as such remaining part reasonably effectuates the intent and purposes expressed herein.

TENTH: Each person herein named, whether elected as an Member or Organizer of this LLC, shall be indemnified by the LLC against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him in connection with and resulting from claims, demands, actions, suits or proceedings, with a fair and reasonable settlement thereof, prior to final adjudication to which he/she is or may be made a party by reason of being or having been a Organizer or Member at the time such costs or expenses were incurred by or imposed upon him. The right to indemnification herein provided for shall not be exclusive of any other rights or remedies to which such person may be entitled as a matter of law.

ELEVENTH: The LLC reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to, its Articles of Organization from time to time, in any manner now or hereafter prescribed in Kentucky, and all rights and powers conferred upon Organizers, unit holders or other parties hereby granted subject to this reservation. No modification or amendment, in whole or in part, of these Articles of Organization may be made without the unanimous consent of all original unit holders who remain as such when the amendment is sought.

IN WITNESS WHEREOF, we, the undersigned, being all of the Organizers designated herein, for the purpose of organizing and establishing a LLC under and pursuant to the statutes of the State of Kentucky, execute these Articles of Organization aforesaid and declare that the statements herein contained are true and accordingly have hereunto set our respective hands and seals this 21st day of December, 2010.

Shannon A. Otero
(Registered Agent & Organizer)

Shannon A. Otero
(Senior Member)

VERIFICATION

STATE OF KENTUCKY)
COUNTY OF JEFFERSON) SS

I, _____, a notary public, hereby certify that on the _____
day of _____, 2010 appeared before me _____ who being first duly
sworn, severally declared that he/she/they was/were the person(s) who signed the foregoing
document as Organizers that the statements contained are true.

Notary Public

Address

My Commission Expires: _____

(SEAL)

OF
Progressive Conveyor Solutions, LLC

The organization meeting of Progressive Conveyor Solutions, LLC was held in the office of the LLC (10701 Alderbrook Place., Louisville, KY.), at 9 o'clock pm, on the Thursday, the twenty-first of December, 2010, pursuant to the consent and waiver of notice evidenced by the signatures of the Organizers as subscribed to these Minutes.

Those present were Shannon A. Otero, Registered Agent, Senior Member AND Organizer in addition to Richard R. Cantor, CPA for the LLC (non-member).

Shannon A. Otero was chosen Organizer of the meeting, and as the Manager thereof.

A true copy of the Articles of Organization was read by each of those present, and each of the organizers signed his/her name to the original thereof. On motion duly made, seconded and carried unanimously, the party to named as Manager was directed to file the Articles of Organization with the Secretary of State of Kentucky, and obtain a Certificate of Organization and to attach a copy of the Articles to these Minutes by which the same are adopted and included herein by reference. The Manager was further directed to obtain a certified copy of the Certificate and Articles of Organization. There was also presented to the meeting by the Manager a set of Bylaws proposed for the LLC, which were then considered by the person present. On motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED THAT the Bylaws in the form presented be and they are approved as the Bylaws of Progressive Conveyor Solutions, LLC and the Manager is hereby instructed to include such Bylaws in and to make them a part of the Minutes of this meeting for further reference. The Organizers thereupon proceeded to the election of senior members, and the following named persons were severally elected as senior members set opposite their respective names:

Senior Member: Shannon A. Otero
Address: 10701 Alderbrook Place, Louisville, KY. 40299-1282

There was a suggestion at the meeting, a form of seal for the LLC, and on motion duly made, seconded and unanimously carried, the following resolution was adopted:

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RESOLVED THAT a seal bearing the words in a circle and the word "SEAL" within or without the circle, and the words and numbers "Kentucky 2010" shown on said seal be

and is hereby adopted as the seal of this LLC.

Upon motion duly made, seconded and unanimously carried, it was determined that for and in consideration of a transfer by an investment listed on Schedule A attached hereto, to the Progressive Conveyor Solutions, LLC. Shannon A. Otero will receive 100 units in said LLC. All units will be deemed issued only after the approval of these Minutes. As of the date of this meeting, the Manager stated that the LLC was fully organized and ready for the transaction of business. Also, it is imperative that an operating agreement be made between all parties.

The Manager moved that a checking, and/or savings account and/or escrow account at a bank in Louisville, Kentucky be opened.

At the formation of this LLC, the organizers herein express their intent to have the LLC meet the requirements under the Internal Revenue Code of 1954. This plan is intended to meet all of the requirements of the Treasury Department regulations issued thereunder.

The authorized agents, Manager and Organizers of Progressive Conveyor Solutions, LLC hereby agree to:

1. Amortize all organization expenses over the sixty (60) month period allowed under the 1986 Internal Revenue Code; and

2. Use a fiscal or calendar year and accounting basis as selected by the Organizers herein. The Organizers and unit holders hereby express their intent to hold and develop as a business and an investment of long-range duration. On motion duly made, seconded and unanimously carried, being no further business to come before the meeting, the meeting was adjourned.

Progressive Conveyor Solutions, LLC

NAME	<u># of UNITS</u>	<u>% OWNERSHIP</u>	<u>INVESTMENT DUE</u>
Shannon A. Otero	<u>100</u>	<u>100%</u>	<u>\$ 100</u>

Respectfully submitted,

By _____
Richard R. Cantor, CPA

APPROVED BY:

By _____
Shannon A. Otero, Manager and Senior Member