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Florida Department of State
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LIMITED LIABILITY COMPANY

LEXINGTON WATER COMPANY, L.L.C.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION
OF
LEXINGTON WATER COMPANY, L.L.C.**

I/We the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act, hereby adopt make, acknowledge, and file the following Articles of Organization for such limited liability company.

ARTICLE I -- NAME

The name of the limited liability company is **LEXINGTON WATER COMPANY, L.L.C.** ("company").

ARTICLE II -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved as provided in these articles of organization or in the regulations.

ARTICLE III -- PRINCIPAL OFFICE

The mailing address and street address of the principal office of the company is
5840 NW 42nd Terrace, Boca Raton, Florida 33496.

ARTICLE IV -- REGISTERED AGENT AND OFFICE

The name and street address of the registered agent of the company in the state of Florida are:

Name: Les Schneiderman, Esq.

Address: 5301 N. Federal Hwy., Ste. 130, Boca Raton, Florida 33487.

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ARTICLE V – MEMBERS

This limited liability company has one(1) member whose name and address is:

NAME:	ADDRESS:
Laleh Gottlieb	5840 NW 42 nd Terrace Boca Raton, Florida 33496

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ARTICLE VI – ADDITIONAL MEMBERS

No additional members shall be admitted unless all members, (including any additional members other than original member) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

ARTICLE VII – MEMBERS' RIGHT TO CONTINUE BUSINESS

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

ARTICLE VIII -- MANAGEMENT

The management of the company is reserved to the members of the company, in proportion to their contributions to the capital of the limited liability company. The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the managing member is :

NAME	ADDRESS
Laleh Gottlieb	5840 NW 42 nd Terrace Boca Raton, Florida 33496

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Palm Beach County, Florida, on the 5 day of February, 2002.



Laleh Gottlieb

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STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day the foregoing instrument was personally acknowledged before me by Laleh Gottlieb who is/are personally known to me or has/have produced FLA. D.C. L.C. as identification and who executed the foregoing instrument and acknowledged before me that he/she/they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid 5 day of February, 2002


NOTARY PUBLIC/STATE OF FLORIDA

My Commission Expires:

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LES SCHNEIDERMAN
Notary Public - State of Florida
My Commission Expires Jan 26, 2004
Commission # CC905579

LES SCHNEIDERMAN
Notary Public - State of Florida
My Commission Expires Jan 26, 2004
Commission # CC905579

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED.**

In compliance with Section 608, Florida Statutes, the following is submitted:

First that, **LEXINGTON WATER COMPANY, L.L.C.**, desiring to organize or qualify under the laws of the State of Florida, has named **LES SCHNEIDERMAN, ESQ.**, address, **5301 N. FEDERAL HWY., STE. 130, BOCA RATON, FLORIDA 33487** as its agent to accept service of process within Florida.

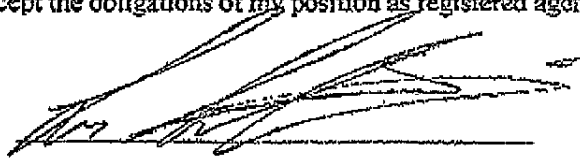


Lela Gottlieb, Member

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Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Les Schneiderman, Esq.
Registered Agent

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