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EXAMINER



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CT Corporation

515 East Park Avenue
Tallahassee, FL

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

January 31, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Re: Order #: 8376376 SO
Customer Reference 1: Aquilex Corporation
Customer Reference 2: 173985

Dear Department of State, Florida:

Please obtain the following:

Aquilex SMS, Inc. (FL)
Conversion
Florida

Aquilex SMS, LLC (FL)
Formation
Florida

Aquilex SMS, LLC (FL)
Certificate of Status-Domestic
Florida

Aquilex SMS, LLC (FL)
Obtain Document - Misc - Certified copy of conversion/formation filings
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Connie Bryan
Assistant Secretary

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CERTIFICATE OF CONVERSION

**FOR
AQUILEX SMS, INC.
INTO
AQUILEX SMS LLC**

F76229

The undersigned duly authorized signor, on behalf of AQUILEX SMS, INC., a Florida corporation (the "Converting Corporation"), and for the purpose of converting the Converting Corporation from a Florida corporation into a Florida limited liability company pursuant to §§607.1113 and 608.439 of the Florida Statutes, certifies that:

1. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was AQUILEX SMS, INC.
2. The Converting Corporation is a corporation first incorporated under the laws of Florida on April 13, 1982.
3. The name of the limited liability company as set forth in the accompanying Articles of Organization is AQUILEX SMS LLC.
4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607 of the Florida Statutes, and the conversion complies with Chapter 608 of the Florida Statutes, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607 of the Florida Statutes.
6. The written consent of the board of directors and sole shareholder of the Converting Corporation was obtained pursuant to § 607.1112(6) of the Florida Statutes.
7. The principal office address of AQUILEX SMS LLC shall be 1615 118th Avenue North, St. Petersburg, FL 33716.
8. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.
9. This Certificate of Conversion may be signed and transmitted by electronic means, including, facsimile machine, email and/or pdf, and such form shall be regarded for all purposes as an original signature.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Corporation, as of this 31st day of January, 2012.

AQUILEX SMS, INC.

By: [Signature]
Name: Jay Ferguson
Title: Chief Financial Officer

AQUILEX SMS LLC

By: [Signature]
Gregory M. Birge, Authorized Representative

ARTICLES OF ORGANIZATION

OF

AQUILEX SMS LLC

ARTICLE I - Name

The name of the Limited Liability Company is Aquilex SMS LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 1615 118th Avenue North, St. Petersburg, FL 33716.

ARTICLE III- Registered Agent and Office

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

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.

C T Corporation System

By: _____

Connie Bryan

Connie Bryan

Assistant Secretary

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 31st day of January, 2012.

Gregory M. Birge

Gregory M. Birge, Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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