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Florida Department of State  
Division of Corporations  
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00 OCT -4 AM 10:21  
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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

Miami Filter, L.L.C.

00 OCT -5 AM 8:10  
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TALLAHASSEE, FLORIDA  
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**ARTICLES OF ORGANIZATION  
OF  
MIAMI FILTER, L.L.C.**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

**FIRST:** The name of the Limited Liability Company is as follows:

Miami Filter, L.L.C.

**SECOND:** The term of this Limited Liability Company shall be perpetual.

**THIRD:** The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**FOURTH:** The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 222 Lakeview Avenue, Suite #800, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Keith A. James, Esq.

**FIFTH:** The mailing address and principal office of the Limited Liability Company is 4505 Prosperity Drive, Ft. Pierce, Florida 34981.

**SIXTH:** The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member is Paul Pennington having an address at 336 West College Avenue, Santa Rosa, CA 95401.

**SEVENTH:** The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$340,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

**EIGHTH:** Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

**NINTH:** The membership interests of the Members are evidenced by Certificates of Membership.

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TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company by the unanimous vote or consent of the Members.

ELEVENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.


TWELFTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on September 18, 2000.


In the presence of:

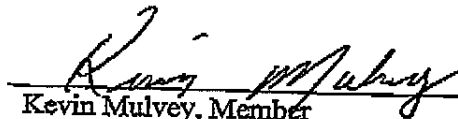
  
print: J. Quentin

  
Paul Pennington, Managing Member

  
print: Jennifer Overholt

In the presence of:

  
print: B.J. MARTIN

  
Kevin Mulvey, Member

  
print: JAMES E. PREECE

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In the presence of:

Protec Systems International, Inc.

By: *George S. Pennington*  
George S. Pennington, Vice President

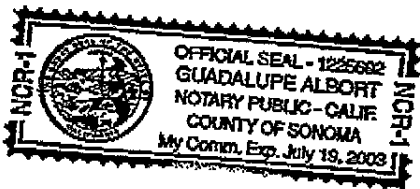
*Kevin Mulvey*  
print: Kevin Mulvey

*B.S. Martin*  
print: *B.S. Martin*

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TALLAHASSEE FLORIDA

STATE OF California )  
COUNTY OF SONOMA )

The foregoing instrument was acknowledged before me on the 18<sup>th</sup> day of September, 2000, by Paul E. Pennington



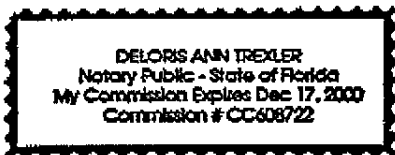
*Guadalupe Albert*  
print: Guadalupe Albert  
Notary Public  
My commission expires on 7-19-2003

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced:

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STATE OF Florida )  
COUNTY OF St. Lucie )

The foregoing instrument was acknowledged before me on the 21<sup>st</sup> day of September, 2000, by George S. Pellington.

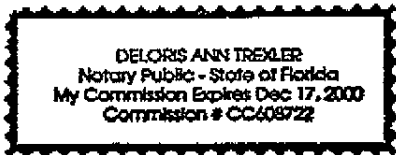


Deloris Ann Trexler  
print: Deloris Ann Trexler  
Notary Public  
My commission expires on 12-17-2000

Personally Known  OR Produced Identification   
Type of Identification Produced:

STATE OF Florida )  
COUNTY OF St. Lucie )

The foregoing instrument was acknowledged before me on the 21<sup>st</sup> day of September, 2000, by Kevin Mulvey.



Deloris Ann Trexler  
print: Deloris Ann Trexler  
Notary Public  
My commission expires on 12-17-2000

Personally Known  OR Produced Identification   
Type of Identification Produced:

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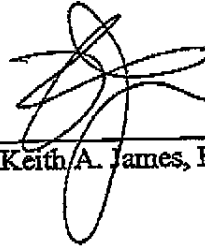
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**CONSENT TO APPOINTMENT  
BY REGISTERED AGENT**

I, having been named as Registered Agent for Miami Filter, L.L.C., hereby voluntarily consent to serve as Registered Agent for Miami Filter, L.L.C.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: September ~~25~~<sup>23</sup>, 2000



\_\_\_\_\_  
Keith A. James, Esq.

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