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LIMITED LIABILITY COMPANY

MDI Products, LLC

Certificate of Status	0
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Page Count	03
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SP

Law Offices

HOLLAND & KNIGHT LLP

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P.O. Box 1526 (ZIP 32802-1526)
Orlando, Florida 32801

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MESSAGE:

Please file the attached document for *MDI Products, LLC*.

Please fax the verification documents to me at the fax number indicated above.

If you have any further questions, please do not hesitate to contact me.

Thank you for your assistance with this matter.

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STATE OF FLORIDA

**ARTICLES OF ORGANIZATION FOR
MDI PRODUCTS, LLC
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: MDI Products, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is:

10045 102nd Terrace
Sebastian, Florida 32958

ARTICLE III. DURATION

The existence of the Company began on October 2, 2000. The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the written agreement of Members holding a majority of the percentage interests in the Company.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Clive Parker
10045 102nd Terrace
Sebastian, Florida 32958

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of

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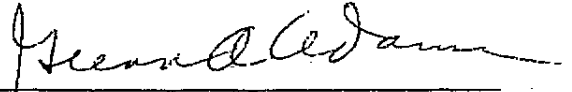
the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Managers are as follows:

Macho Products, Inc.
10045 102nd Terrace
Sebastian, Florida 32958

Such Manager shall serve in such capacity until the first meeting of the Members or until its successor(s) are duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.



Glenn A. Adams
Authorized Representative of a Member

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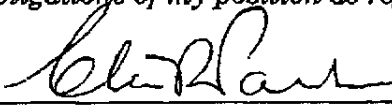
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF MDI PRODUCTS, LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, MDI Products, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: MDI Products, LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: CLIVE PARKER
 ADDRESS: 10045 102nd Terrace
 Sebastian, Florida 32958

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 for in Chapter 608., F.S.



 Clive Parker

Date: 10/05/2000

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