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Dale H. Steinberg  
5869 Sea Grass Lane  
Naples, FL 34116  
(941) 352-9939

MJH

00789-01122-00671

~~November 30, 1999~~ December 18, 2000

To: Division of Corporations

From: Dale H. Steinberg

Re: Filing for Limited Liability Company

W-30272  
100003511331- -4  
-12/22/00--01031--001  
\*\*\*\*\*100.00 \*\*\*\*\*100.00

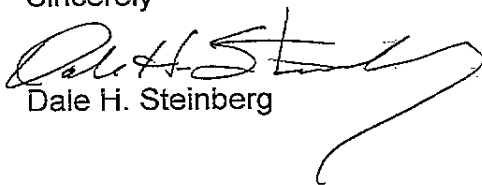
Enclosed please find Filing documents for the WP Power Holdings, L.C.

Please call Dale H. Steinberg at above location if there are any questions or deficiencies.

Thank you for your attention to this matter.

100003511331- -4  
-12/22/00--01031--002  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Sincerely

  
Dale H. Steinberg

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN 22 PM 3:42



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 29, 2000

DALE H. STEINBERG  
5869 SEA GRASS LANE  
NAPLES, FL 34116

SUBJECT: WP POWER HOLDINGS, L.C.  
Ref. Number: W00000030272

We have received your document for WP POWER HOLDINGS, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 600A00064753

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN 22 PM 3:42

## ARTICLES OF ORGANIZATION OF WP POWER HOLDINGS, L.C.

The undersigned certify that more than one person have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. It is further declared that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WP Power Holdings, L.C., and its principal office shall be located at 5869 Sea Grass Lane, in the City of Naples, County of Collier, State of Florida, but shall have the power and authority to establish branch offices in any other place or places as the members may designate. THIS SHALL BE THE MAILING ADDRESS FOR WP POWER HOLDINGS, L.C. *DB*

### ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the Powers conferred by the laws of the State of Florida, and to do any and all things Set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, firm, partnership, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve is elected and qualified is as follows: Dale H. Steinberg, 5869 Sea Grass Lane Naples, Florida, 34116. *MANUNG*

### ARTICLE IV EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI  
DURATION

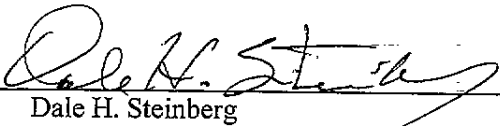
This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

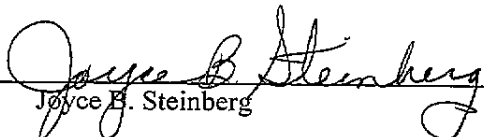
ARTICLE VII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

<sup>MAILING</sup>  
The address of the initial registered office of the limited liability company is 5869 Sea Grass Lane, Naples, FL 34116, and the name of the company's initial registered agent at that address is Dale H. Steinberg. *JHS*

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WP Power Holdings, L.C.

Executed by the undersigned at Naples, Florida, on the 18 day of December, 2000

  
Dale H. Steinberg

  
Joyce B. Steinberg

STATE OF FLORIDA       }  
COUNTY OF COLLIER    }

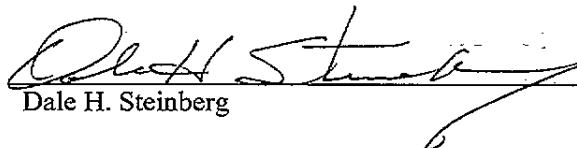
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability Company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is WP Power Holdings, L.C.


The name of the registered agent for Wp Power Holdings, L.C. is Dale H. Steinberg and the street address of the company's principal office is 5869 Sea Grass Lane, Naples, FL 34116.

This statement is to acknowledge that, as indicated above, WP Power Holdings, L.C. appointed me, Dale H. Steinberg as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: 18 day of December, 2000.

  
Dale H. Steinberg

The foregoing instrument was acknowledged before me by Dale H. Steinberg, this 18<sup>th</sup> day of December, 2000 on behalf of WP Power Holdings, L.C., a limited liability company. Dale H. Steinberg is personally known to me or, if not personally known, has produced \_\_\_\_\_ as identification.

 Nancy Campana  
My Commission CC873422  
Expires November 6, 2003

  
Notary Public Signature

Nancy Campana  
Notary Public Printed Name

Notary Rubber Stamp Seal