

L010000002318 3.

David G. Walter
275 Shore Drive East
Miami, FL 33133
(305) 856-7040

February 6 th, 2001

Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

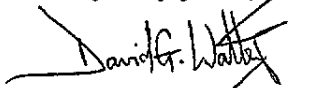
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To Whom It May Concern:

Enclosed please find (1) the original and one copy of the Articles of Organization for Skye Environmental Solutions, L.L.C., and (2) the original and one copy of the Certificate and Designation of Registered Agent/Registered Office for filing. A check in the amount of US\$125.00 payable to the Florida Department of State is also enclosed.

Please send a copy of the stamped Articles of Organization and the Acknowledgement to the address set forth above. If you have any questions, please do not hesitate to call.

Very truly yours,



David G. Walter

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

for

SKYE ENVIRONMENTAL SOLUTIONS, L.L.C.

A Florida Limited Liability Company

ARTICLE I – Name

The name of the Limited Liability Company is:

Skye Environmental Solutions, L.L.C.

ARTICLE II – Address

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

275 Shore Drive East
Miami, Florida 33133

ARTICLE III - Duration

The period of duration for the Limited Liability Company is:

Perpetual

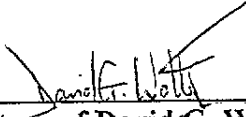
ARTICLE IV – Management

The Limited Liability Company is a manager-managed company.

ARTICLE V – Initial Registered Agent and Office

The name of the initial registered agent and the Florida street address of the initial registered office is:

David G. Walter
275 Shore Drive East
Miami, Florida 33133



Signature of David G. Walter, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Skye Environmental Solutions, L.L.C.

2. The name and the Florida street address of the registered agent are:

David G. Walter
275 Shore Drive East
Miami, Florida 33133

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.

By: _____

David G. Walter
David G. Walter

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CLERK OF STATE
TALLAHASSEE, FLORIDA