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GREGORY L. GRESHAM
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(727) 391-3880

March 13, 2001

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

900004191589-4
-05/09/01--01116--014
***130.00 ***130.00

Re: New Limited Liability Company
SUNCOAST ENERGY CONSERVATION DISTRIBUTORS, LLC

L01-7531

Enclosed are the Articles of Organization and Certificate naming the Agent for the above referenced limited liability company which are being forwarded to you in duplicate.

Enclosed is my check number 1469 in the amount of \$130.00 in payment of the fees for the above filing and services.

Please file these documents and return to me a stamped copy of Articles of Organization and Certificate of Status using the enclosed Federal Express label.

Thank you.

Sincerely,


Gregory L. Gresham

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SUNCOAST ENERGY CONSERVATION DISTRIBUTORS, LLC**

ARTICLE I

NAME: The name of this limited liability company is:

SUNCOAST ENERGY CONSERVATION DISTRIBUTORS, LLC

ARTICLE II

PURPOSE: This limited liability company is organized for the purpose of transacting any and all lawful business.

ARTICLE III

MANAGEMENT: The limited liability company is to be managed by one or more managers and is therefore, a manager – managed company.

ARTICLE IV

ADMISSION OF ADDITIONAL MEMBERS: Additional members may be admitted only upon the unanimous vote of the existing members.

ARTICLE V

PRINCIPAL OFFICE: The principal office address and the mailing address of the limited liability company are:

12801 Palm Drive
Largo, FL 33774

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent and the street address of the initial registered office of the limited liability company are:

John Dwyer
12801 Palm Drive
Largo, FL 33774

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TALLAHASSEE FLORIDA

ARTICLE VII

FILING MEMBER: The name and address of the persons signing these Articles of Organization as an agent for a member is:

John Dwyer
12801 Palm Drive
Largo, FL 33774

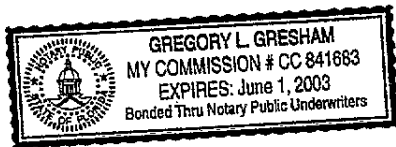
IN WITNESS WHEREOF, the undersigned named agent for the filing member has executed these Articles of Organization this _____ day of April, 2001, and acknowledges that in accordance with Section 608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

John Dwyer

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this _____ day of April, 2001, by John Dwyer, who personally appeared before me at the time of notarization, and who is personally known to me.

NOTARY PUBLIC - STATE OF FLORIDA



Sign: _____
Print: Gregory L. Gresham
Address: 7777 - 131st Street N., Suite 10
Seminole, FL 33776

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAY -9 AM 9:23

FILED

**SUNCOAST ENERGY CONSERVATION
DISTRIBUTORS, LLC**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 608.415, Florida Statutes, the following is submitted:

That SUNCOAST ENERGY CONSERVATION DISTRIBUTORS, LLC, desiring to organize under the laws of the State of Florida, with its principal office at 12801 Palm Drive, Largo, Florida, 33774, has named John Dwyer, whose address is 12801 Palm Drive, Largo, Florida, 33774, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above named 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.



John Dwyer, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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